

EXHIBIT B

**Monthly Fee Applications and Time Records for the Period from
October 1, 2012 – December 31, 2012**

Monthly Fee Application for October 2012

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
	)	Chapter 11
)	
	)	Case No. 01-01139 (JKF)
W. R. GRACE & CO., et al. ¹;	)	(Jointly Administered)
)	
Debtors.	)	Objection Deadline:
	)	December 26, 2012 at 4:00 p.m.
	)	Hearing date: To be scheduled only if objections
	)	are timely filed and served.

NOTICE OF FILING OF MONTHLY FEE APPLICATION

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; (7) Counsel to the Debtors-in-Possession Lenders; and (8) the Fee Auditor:

Stroock & Stroock & Lavan LLP ("Stroock"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of the above captioned debtor and debtors in possession

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Date Filed: 12/5/2012

Docket No.: 29997

in the above-captioned chapter 11 cases, filed and served the One Hundred and Thirty-Ninth Monthly Fee Application of Stroock & Stroock & Lavan LLP for Interim Compensation and for Reimbursement of Expenses for the services rendered during the period October 1, 2012 through October 31, 2012, seeking compensation in the amount of \$21,007.00 and reimbursement for actual and necessary expenses in the amount of \$75.77.

Objections or responses to the Monthly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **December 26, 2012 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the Affected Professional and each of the following: (i) co-counsel for the Debtors, Adam Paul, Esquire, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654 (fax number 312-862-2200), and James E. O'Neill, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400), and Roger J. Higgins, Esquire, The Law Offices of Roger Higgins LLC, 111 East Wacker Drive, Suite 2800, Chicago, IL 60601 (Fax number 312-577-0737); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801-1659 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod LLP, Wachovia Building, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351,

Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, Chartered, 600 Lexington Avenue, 21st Floor, New York, New York 10022 (fax number 212-379-6001), and Mark Hurford, Esquire, Campbell & Levine, LLC, 800 N. King Street, Suite 300, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins LLP, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) co-counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (fax number 212-715-8000), and Teresa K.D. Currier, Esquire, Saul Ewing LLP, 222 Delaware Avenue, Wilmington, Delaware 19801 (Fax number 302-421-6813); (vii) the Office of the United States Trustee, Attn: David Klauder, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); and (viii) the Fee Auditor, Bobbi M. Ruhlander, Esquire, Warren H. Smith and Associates, P.C., 2235 Ridge Road, Suite 105, Rockwall, TX 75087 (Fax number 214-722-0081).

[Remainder of Page Left Intentionally Blank]

Dated: December 5, 2012
Wilmington, Delaware

RESPECTFULLY SUBMITTED,

/s/ Michael R. Lastowski

Michael R. Lastowski, Esq. (DE 3892)
Richard W. Riley (DE 4052)
DUANE MORRIS LLP
222 Delaware Avenue, Suite 1600
Wilmington, DE 19801-1659
Telephone: (302) 657-4900
Facsimile: (302) 657-4901
E-mail: mlastowski@duanemorris.com
E-mail: rw Riley@duanemorris.com

William S. Katchen, Esquire (Admitted in NJ Only)
DUANE MORRIS LLP
Suite 1200
744 Broad Street
Newark, NJ 07102-3889
Telephone: (973) 424-2000
Facsimile: (973) 424-2001
E-mail: wskatchen@duanemorris.com

and

Lewis Kruger, Esquire
Kenneth Pasquale, Esquire
STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, New York 10038-4982
Telephone: (212) 806-5400
Facsimile: (212) 806-6006
E-mail: lkruger@stroock.com
kpasquale@stroock.com

Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co., et al.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
)	
	)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <u>et al.</u>,	)	(Jointly Administered)
)	
Debtors.	)	Objection Deadline:
	)	December 26, 2012 at 4:00 p.m.
	)	Hearing date: To be scheduled only if objections
	)	are timely filed and served.

**ONE HUNDRED AND THIRTY-NINTH MONTHLY FEE APPLICATION OF
STROOCK & STROOCK & LAVAN LLP FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM OCTOBER 1, 2012 THROUGH OCTOBER 31, 2012**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	October 1, 2012 – October 31, 2012
Amount of Compensation sought as actual, reasonable and necessary:	\$21,007.00 (80%: \$16,805.60)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$75.77
This is an: <input checked="" type="checkbox"/> interim <input type="checkbox"/> final application	

Attachment A**Monthly Interim Fee Applications**

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I. 3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$9,830.50 (Chambers)	\$89,592.40	\$10,522.34
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)	\$35,059.20	\$62,975.42

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
September 4, 2003 D.I. 4381	7/1/03 – 7/31/03	\$79,090.50	\$2,301.33 (Stroock) \$14,274.25 (Chambers)	\$55,941.60	\$16,575.58
September 30, 2003 D.I. 4512	8/1/03 – 8/31/03	\$69,927.00	\$1,164.19 (Stroock) \$12,488.94 (Chambers)	\$55,941.60	\$13,653.13
October 29, 2003 D.I. 4625	9/1/03 – 9/30/03	\$69,409.50	\$1,076.94 (Stroock) \$10,102.00 (Chambers)	\$55,527.60	\$11,178.94
December 19, 2002 D.I. 4843	10/1/03 – 10/31/03	\$96,980.50	\$3,800.45 (Stroock) \$42,881.50 (Chambers)	\$77,584.40	\$46,681.95
January 23, 2003 D.I. 4976	11/1/03 – 11/30/03	\$66,428.50	\$1,225.38 (Stroock) \$30,463.00 (Navigant f/k/a Chambers)	\$53,142.80	\$31,688.38
February 4, 2004 D.I. 5056	12/1/03 – 12/31/03	\$52,321.50	\$924.99 (Stroock) \$27,005.00 (Navigant f/k/a Chambers)	\$41,857.20	\$27,929.99
March 17, 2004 D.I. 5309	1/1/04 – 1/31/04	\$65,980.50	\$1,917.93 (Stroock) \$47,654.57 (Navigant f/k/a Chambers)	\$52,784.40	\$49,572.50
April 6, 2004 D.I. 5406	2/1/04 – 2/29/04	\$90,421.50	\$3,636.48 (Stroock) \$35,492.50 (Navigant f/k/a Chambers)	\$72,337.20	\$39,128.98
April 28, 2004 D.I. 5498	3/1/04 – 3/31/04	\$103,524.00	\$5,567.34 (Stroock)	\$82,819.20	\$5,567.34
June 14, 2004 D.I. 5803	4/1/04 – 4/30/04	\$99,136.00	\$3,518.96 (Stroock) \$1,515.00 (Navigant February) \$49,667.00 (Navigant March) \$80,307.11 (Navigant April)	\$79,308.80	\$135,008.07
July 2, 2004 D.I. 5917	5/1/04 – 5/31/04	\$134,324.50	\$2,409.97 (Stroock) \$78,360.05 (Navigant May)	\$107,459.60	\$80,770.02

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
August 2, 2004 D.I. 6105	6/1/04 – 6/30/04	\$120,501.00	\$1,831.49 (Stroock) \$62,625.00 (Navigant June)	\$96,400.80	\$64,456.49
September 9, 2004 D.I. 6341	7/1/04 – 7/31/04	\$72,394.00	\$3,461.84 (Stroock) \$40,427.50 (Navigant July)	\$57,915.20	\$43,889.34
September 23, 2004 D.I. 6444	8/1/04 – 8/31/04	\$70,457.00	\$1,764.40 (Stroock)	\$56,365.60	\$1,764.40
October 14, 2004 D.I. 6625	9/1/04 – 9/30/04	\$83,903.50	\$1,535.61 (Stroock) \$27,142.00 (Navigant August)	\$67,122.80	\$28,677.61
December 3, 2004 D.I. 7086	10/1/04 – 10/31/04	\$200,155.50	\$1,368.18 (Stroock) \$ 24,659.00 (Navigant September)	\$160,124.40	\$26,027.18
January 7, 2005 D.I. 7481	11/1/04 – 11/30/04	\$218,608.50	\$14,019.09 (Stroock) \$25,102.80 (Navigant October) \$27,972.34 (Navigant November)	\$174,886.80	\$67,094.23
February 2, 2005 D.I. 7667	12/1/04 – 12/31/04	\$235,503.70	\$10,442.92 (Stroock) \$62,687.97 (Navigant December)	\$188,402.96	\$73,130.89
March 15, 2005 D.I. 8026	1/1/05 – 1/31/05	\$187,168.00	\$4,411.55 (Stroock) \$15,686.00 (Navigant January)	\$149,734.40	\$20,097.55
April 1, 2005 D.I. 8155	2/1/05 – 2/28/05	\$108,180.25	\$8,102.85 (Stroock) \$18,303.37 (Navigant February)	\$86,544.20	\$26,406.22
April 25, 2005 D.I. 8331	3/1/05 – 3/31/05	\$56,941.25	\$287.23 (Stroock) \$6,114.86 (Navigant March)	\$45,553.00	\$6,402.09
June 6, 2005 D.I. 8562	4/1/05 – 4/30/05	\$127,695.00	\$3,531.45 (Stroock) \$20,129.06 (Navigant April)	\$102,156.00	\$23,660.51

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
June 28, 2005 D.I. 8704	5/1/05 – 5/31/05	\$115,453.75	\$858.21 (Stroock)	\$78,855.20	\$858.21
August 3, 2005 D.I. 9135	6/1/05 – 6/30/05	\$114,903.75	\$4,871.74 (Stroock) \$34,075.28 (Navigant)	\$91,923.00	\$38,947.02
September 8, 2005 D.I. 9356	7/1/05 – 7/31/05	\$117,780.75	\$2,088.44 (Stroock) \$2,211.00 (Navigant)	94,224.60	\$4,299.44
October 14, 2005 D.I. 9565	8/1/05 8/31/05	\$106,796.25	\$5,046.99 (Stroock) \$18,550.00 (Navigant)	\$85,437.00	\$23,596.99
November 1, 2005 D.I. 10951	9/1/05 9/31/05	\$67,697.50	\$1,399.68 (Stroock) \$11,197.50 (Navigant)	\$54,158.00	\$12,597.18
November 29, 2005 D.I. 11202	10/1/05 - 10/31/05	\$98,216.75	\$1,611.30 (Stroock) \$11,582.50 (Navigant)	\$78,573.40	\$13,193.80
January 9, 2006 D.I. 11507	11/1/05 11/30/05	\$104,348.00	\$2,847.45 (Stroock) \$71,598.50 (Navigant)	\$83,478.40	\$74,445.95
January 30, 2006 D.I. 11655	12/1/05 – 12/31/05	\$96,855.00	\$1,379.53 (Stroock) \$20,317.49 (Navigant)	\$77,484.00	\$21,697.02
March 1, 2006 D.I. 11921	1/1/06 – 1/31/06	\$73,383.00	\$1,810.85 (Stroock) \$14,124.01 (Navigant)	\$58,706.40	\$15,934.86
March 28, 2006 D.I. 12134	2/1/06 – 2/28/06	\$105,083.75	\$1,434.62 (Stroock) \$25,971.70 (Navigant)	\$84,067.00	\$27,406.32
May 2, 2006 D.I. 12354	3/1/2006 - 3/31/2006	\$145,189.50	\$2,512.81 (Stroock) \$25,838.37 (Navigant)	\$116,151.60	\$28,351.18
May 31, 2006 D.I. 12558	4/1/2006 - 4/30/2006	\$116,817.00	\$2,141.42 (Stroock) \$7,425.00 (Navigant)	\$93,453.60	\$9,566.42
July 6, 2006 D.I. 12748	5/1/2006 – 5/31/2006	\$121,304.50	\$1,838.71 (Stroock) \$17,493.75 (Navigant)	\$97,043.60	\$19,332.46
August 1, 2006 D.I. 12899	6/1/2006 – 6/30/2006	\$94,856.50	\$1,869.66 (Stroock) \$38,548.75 (Navigant)	\$75,885.20	\$40,418.41

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
August 30, 2006 D.I. 13117	7/1/2006 – 7/31/2006	\$97,397.25	\$496.76 (Stroock) \$30,280.00 (Navigant)	\$77,917.80	\$30,776.76
October 2, 2006 D.I. 13336	8/1/2006- 8/31/2006	\$131,856.25	\$98.34 (Stroock) \$98,317.50 (Navigant)	\$105,485.00	\$98,415.84
November 2, 2006 D.I. 13559	9/1/2006 – 9/30/2006	\$150,960.00	\$4,147.01 (Stroock) \$91,179.11 (Navigant)	\$120,768.00	\$95,326.12
November 29, 2006 D.I. 13838	10/1/06 – 10/31/06	\$196,223.50	\$915.14 (Stroock) \$147,374.20 (Navigant)	\$156,978.89	\$148,289.34
January 12, 2007 D.I. 14292	11/1/06 – 11/30/06	\$188,638.00	\$3,370.16 (Stroock) \$133,438.70 (Navigant)	\$150,910.40	\$136,808.86
January 29, 2007 D.I. 14415	12/1/06 – 12/31/06	\$99,832.00	\$5,752.89 (Stroock) \$55,245.22 (Navigant)	\$79,865.60	\$60,998.11
March 8, 2007 D.I. 14810	1/1/2007 – 1/31/2007	\$77,582.00	\$962.06 (Stroock) \$90,474.74 (Navigant)	\$62,065.60	\$91,436.80
April 10, 2007 D.I. 15132	2/1/2007 – 2/28/2007	\$119,140.50	\$3,092.88 (Stroock) \$77,301.25 (Navigant)	\$95,312.40	\$80,394.13
May 1, 2007 D.I. 15457	3/1/2007 – 3/31/2007	\$135,228.00	\$6,635.25 (Stroock) \$104,674.53 (Navigant)	\$108,182.40	\$111,309.78
June 22, 2007 D.I. 16136	4/1/2007 – 4/30/2007	\$177,646.00	\$815.81 (Stroock) \$173,437.45 (Navigant)	\$142,116.80	\$174,253.26
July 17, 2007 D.I. 16309	5/1/2007 – 5/31/2007	\$205,937.25	\$6,405.01 (Stroock) \$162,431.03 (Navigant)	\$164,749.80	\$168,836.04
August 10, 2007 D.I. 16528	6/1/2007 – 6/30.2007	\$225,650.50	\$5,929.97 (Stroock) \$200,294.81 (Navigant)	\$180,520.40	\$206,224.78
September 14, 2007 D.I. 16822	7/1/2007 – 7/31/2007	\$157,268.50	\$4,021.65 (Stroock) \$208,116.54 (Navigant)	\$125,814.80	\$212,138.19
October 1, 2007 D.I. 16959	8/1/2007 – 8/31/2007	\$145,866.50	\$3,354.61 (Stroock) \$210,152.54 (Navigant)	\$116,693.20	\$213,507.15

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
November 19, 2007 D.I. 17394	9/1/2007 – 9/30/2007	\$206,908.50	\$3,056.89 (Stroock)	\$165,526.80	\$3,056.89
December 5, 2007 D.I. 17548	10/1/07 - 10/31/07	\$288,976.50	\$22,324.58 (Stroock) \$325,509.63 (Navigant)	\$231,181.20	\$347,834.21
January 11, 2008 D.I. 17803	11/1/07 – 11/30/07	\$249,372.50	\$32,780.40 (Stroock) \$162,394.93 (Navigant)	\$199,498.00	\$195,175.33
February 1, 2008 D.I. 17957	12/1/07 – 12/31/07	\$116,522.50	\$57,717.92 (Stroock) \$47,444.43 (Navigant)	\$93,218.00	\$105,162.35
March 4, 2008 D.I. 18202	1/1/08 – 1/31/08	\$201,472.50	\$3,282.80 (Stroock) \$86,070.26 (Navigant)	\$161,178.00	\$89,353.06
April 4, 2008 D.I. 18450	2/1/08 – 2/29/08	\$195,491.00	\$5,922.25 (Stroock) \$73,924.16 (Navigant)	\$156,392.80	\$79,846.41
April 29, 2008 D.I. 18639	3/1/08 – 3/31/08	\$275,659.00	\$11,217.17 (Stroock) \$69,201.53 (Navigant)	\$220,527.20	\$80,418.70
June 4, 2008 D.I. 18862	4/1/08 - 4/30/08	\$298,888.00	\$10,143.60 (Stroock) \$38,800.00 (Navigant)	\$239,110.40	\$48,943.60
July 1, 2008 D.I. 19032	5/1/08 - 5/31/08	\$138,683.50	\$3,649.95 (Stroock)	\$110,946.80	\$3,649.95
August 4, 2008 D.I. 19224	6/1/2008 - 6/30/2008	\$213,559.00	\$12,357.78 (Stroock) \$96.84 (Navigant)	\$170,847.20	\$12,454.62
September 10, 2008 D.I. 19516	7/1/2008 - 7/31/2008	\$206,087.50	\$6,717.13 (Stroock) \$259.90 (Navigant)	\$164,870.00	\$6,977.03
September 30, 2008 D.I. 19653	8/1/2008 – 8/31/2008	\$212,928.50	\$2,326.65 (Stroock)	\$170,342.80	\$2,326.65
November 6, 2008 D.I. 19949	9/1/2008 – 9/30/2008	\$226,486.50	\$2,844.77 (Stroock)	\$181,189.20	\$2,844.77
December 2, 2008 D.I. 20174	10/1/08 – 10/31/08	\$270,097.00	\$10,611.52 (Stroock)	\$216,077.60	\$10,611.52

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
December 30, 2008 D.I. 20384 & 20385	11/1/08 – 11/30/08	\$184,642.00	\$5,870.24 (Stroock)	\$147,713.60	\$5,870.24
February 3, 2009 D.I. 20654	12/1/08 – 12/31/08	\$102,648.50	\$4,017.80 (Stroock)	\$82,118.80	\$4,017.80
March 3, 2009 D.I. 20906	1/1/09 – 1/31/09	\$114,525.00	\$2,458.44 (Stroock)	\$91,620.00	\$2,458.44
March 30, 2009 D.I. 21152	2/1/09 – 2/28/09	\$141,569.00	\$1,627.89 (Stroock)	\$113,255.20	\$1,627.89
April 29, 2009 D.I. 21475	3/1/09 – 3/31/09	\$181,006.75	\$3,270.02 (Stroock)	\$144,805.40	\$3,270.02
May 29, 2009 D.I. 21910	4/1/09 – 4/30/09	\$187,588.50	\$1,545.41 (Stroock)	\$150,070.80	\$1,545.41
July 1, 2009 D.I. 22310	5/1/09 – 5/31/09	\$227,989.00	\$9,428.79 (Stroock)	\$182,391.20	\$9,428.79
August 6, 2009 D.I. 22709	6/1/09 – 6/30/09	\$238,611.25	\$5,960.91 (Stroock)	\$190,889.00	\$5,960.91
September 25, 2009 D.I. 23338	7/1/09 – 7/31/09	\$294,766.50	\$17,306.20 (Stroock)	\$235,813.20	\$17,306.20
October 5, 2009 D.I. 23422	8/1/09 – 8/31/09	\$299,544.25	\$7,237.57 (Stroock) \$2,812.50 (Navigant)	\$239,635.40	\$10,050.07
November 13, 2009 D.I. 23759	9/1/09 – 9/30/09	\$349,937.50	\$20,164.05 (Stroock)	\$279,950.00	\$20,164.05
December 1, 2009 D.I. 23897	10/1/09 – 10/31/09	\$281,050.75	\$12,457.25 (Stroock)	\$224,840.60	\$12,457.25
December 30, 2009 D.I. 24087	11/1/09 – 11/30/09	\$219,347.00	\$10,084.80 (Stroock)	\$175,477.60	\$10,084.80
January 29, 2010 D.I. 24211	12/1/09 – 12/31/09	\$117,137.00	\$3,532.36 (Stroock)	\$93,709.60	\$3,532.36

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
March 1, 2010 D.I. 24376	1/1/2010 – 1/31/2010	\$193,442.75	\$3,163.37 (Stroock)	\$154,754.20	\$3,163.37
March 30, 2010 D.I. 24537	2/1/2010 – 2/28/2010	\$56,435.50	\$1,668.29 (Stroock)	\$45,148.40	\$1,668.29
April 28, 2010 D.I. 24687	3/1/2010 – 3/31/2010	\$42,209.00	\$636.63 (Stroock)	\$33,767.20	\$636.63
May 28, 2010 D.I. 24859	4/1/2010 – 4/30/2010	\$44,465.00	\$265.51 (Stroock)	\$35,572.00	\$265.51
June 28, 2010 D.I. 24993	5/1/2010 – 5/31/2010	\$36,946.50	\$770.90 (Stroock)	\$29,557.20	\$770.90
July 28, 2010 D.I. 25130	6/1/2010 – 6/30/2010	\$52,374.50	\$93.68 (Stroock)	\$41,899.60	\$93.68
August 30, 2010 D.I. 25286	7/1/2010 – 7/31/2010	\$20,240.00	\$141.30 (Stroock)	\$16,192.00	\$141.30
September 28, 2010 D.I. 25488	8/1/2010 – 8/31/2010	\$23,595.50	\$157.91 (Stroock)	\$18,876.40	\$157.91
October 28, 2010 D.I. 25660	9/1/2010 – 9/30/2010	\$25,244.50	\$328.75 (Stroock)	\$20,195.60	\$328.75
November 29, 2010 D.I. 25812	10/1/2010 – 10/31/10	\$17,677.50	\$90.00 (Stroock)	\$14,142.00	\$90.00
December 28, 2010 D.I. 25963	11/1/2010 – 11/30/2010	\$45,417.00	\$307.06 (Stroock)	\$36,333.60	\$307.06
January 28, 2011 D.I. 26140	12/1/2011 – 12/31/2011	\$78,046.75	\$2,238.40 (Stroock)	\$62,437.40	\$2,238.40
February 28, 2011 D.I. 26435	1/1/2011 – 1/31/2011	\$37,267.00	\$193.84 (Stroock)	\$29,813.60	\$193.84
March 28, 2011 D.I. 26651	2/1/2011 – 2/28/2011	\$145,264.75	\$3,264.42 (Stroock)	\$116,211.80	\$3,264.42

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
April 28, 2011 D.I. 26834	3/1/2011 – 3/31/2011	\$95,649.00	\$1,447.38 (Stroock)	\$76,519.20	\$1,447.38
May 31, 2011 D.I. 27012	4/1/2011 – 4/30/2011	\$137,671.50	\$1,005.62 (Stroock)	\$110,137.20	\$1,005.62
June 28, 2011 D.I. 27166	5/1/2011 – 5/31/2011	\$67,451.50	\$1,350.50 (Stroock)	\$53,961.20	\$1,350.50
July 28, 2011 D.I. 27326	6/1/2011 – 6/30/2011	\$183,497.75	\$1,903.63 (Stroock)	\$146,798.20	\$1,903.63
August 30, 2011 D.I. 27526	7/1/2011 – 7/31/2011	\$63,076.00	\$1,373.39 (Stroock)	\$50,460.80	\$1,373.39
September 28, 2011 D.I. 27675	8/1/2011 – 8/31/2011	\$56,731.00	\$1,133.86 (Stroock)	\$45,384.80	\$1,133.86
October 28, 2011 D.I. 27847	9/1/2011 – 9/30/2011	\$68,727.00	\$1,025.63 (Stroock)	\$54,981.60	\$1,025.63
December 1, 2011 D.I. 28060	10/1/2011 – 10/31/2011	\$55,335.00	\$348.59 (Stroock)	\$44,268.00	\$348.59
December 28, 2011 D.I. 28281	11/1/2011 – 11/30/2011	\$29,136.00	\$416.68 (Stroock)	\$23,308.80	\$416.68
February 3, 2012 D.I. 28463	12/1/2011 – 12/31/2011	\$8,012.50	\$52.22 (Stroock)	\$6,410.00	\$52.22
February 28, 2012 D.I. 28595	1/1/2012 – 1/31/2012	\$31,694.50	\$379.41 (Stroock)	\$25,355.60	\$379.41
March 28, 2012 D.I. 28732	2/1/2012 – 2/29/2012	\$62,628.00	\$220.71 (Stroock)	\$50,102.40	\$220.71
April 30, 2012 D.I. 28848	3/1/2012 – 3/31/2012	\$27,172.50	\$140.02 (Stroock)	\$21,738.00	\$140.02
May 30, 2012 D.I. 28991	4/1/2012 – 4/30/2012	\$24,898.50	\$75.21 (Stroock)	\$19,918.80	\$75.21

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
July 2, 2012 D.I. 29165	5/1/2012 – 5/31/2012	\$42,647.00	\$1,118.18 (Stroock)	\$34,117.60	\$1,118.18
July 30, 2012 D.I. 29369	6/1/2012 – 6/30/2012	\$38,931.50	\$70.86 (Stroock)	\$31,145.20	\$70.86
August 28, 2012 D.I. 29520	7/1/2012 – 7/31/12	\$38,387.50	\$330.64 (Stroock)	\$30,710.00	\$330.64
September 28, 2012 D.I. 29705	8/1/2012 – 8/31/2012	\$12,847.00	\$53.09 (Stroock)	\$10,277.60	\$53.09
November 14, 2012 D.I. 29896	9/1/2012 – 9/30/2012	\$11,631.00	\$102.99 (Stroock)		

WR GRACE & CO
ATTACHMENT B
OCTOBER 1, 2012 - OCTOBER 31, 2012

	Hours	Rate	Amount	No. of Years in Position
Partners				
Kruger, Lewis	0.4	\$1,025	\$ 410.00	42
Pasquale, Kenneth	4.6	920	4,232.00	21
Associates				
Krieger, Arlene G.	19.1	725	13,847.50	27
Paraprofessionals				
Magzamen, Michael	0.4	335	134.00	9
Mohamed, David	10.9	210	2,289.00	22
Siegel, Scott D.	0.3	315	94.50	1
Total	35.7		\$ 21,007.00	

EXHIBIT A

WR GRACE & CO
COMPENSATION BY PROJECT CATEGORY
OCTOBER 1, 2012 - OCTOBER 31, 2012

Matter Code	Project Category	Hours	Amount
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	1.7	\$ 1,232.50
0013	Business Operations	4.1	2,972.50
0014	Case Administration	6.9	1,530.50
0017	Committee, Creditors', Noteholders', or Equity Holders'	2.2	1,715.00
0018	Fee Application, Applicant	3.1	805.50
0019	Creditor Inquiries	0.4	368.00
0020	Fee Application, Others	1.9	399.00
0036	Plan and Disclosure Statement	13.8	10,824.00
0037	Hearings	1.6	1,160.00
	Total	35.7	\$ 21,007.00

STROOCK

INVOICE

DATE	November 28, 2012
INVOICE NO.	578751
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through October 31, 2012, including:

RE	Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0003
----	---

DATE	DESCRIPTION	NAME	HOURS
10/02/2012	Attend to Debtors' limited joinder to Main Plaza objection to CIM's claim transfer notice.	Krieger, A.	0.1
10/04/2012	Attend to CIM's reply and motion for leave to file same.	Krieger, A.	0.3
10/22/2012	Attend to Debtors' motion re: proposed settlement with Dairyland Insurance.	Krieger, A.	1.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	1.7	\$ 725	\$ 1,232.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 1,232.50
--	-------------

TOTAL FOR THIS MATTER	\$ 1,232.50
-----------------------	-------------

STROOCK

RE	Business Operations 699843 0013
----	------------------------------------

DATE	DESCRIPTION	NAME	HOURS
10/01/2012	Memorandum to and telephone conference with R. Higgins regarding request for further business realignment information.	Krieger, A.	0.5
10/05/2012	Memoranda with Capstone regarding One Grace realignment information.	Krieger, A.	0.2
10/16/2012	Attend to materials from Blackstone re: One Grace and email to Capstone re: same.	Krieger, A.	0.3
10/18/2012	Attend to Capstone memorandum re: additional questions on One Grace business realignment and memorandum to Capstone re: same.	Krieger, A.	0.5
10/26/2012	Preparation for One Grace conference call with Grace representatives (.2); conference call with Grace representatives and Capstone and follow-up t/c Capstone re: same (.7).	Krieger, A.	0.9
10/30/2012	Attend to Capstone's report for the Committee on One Grace business realignment and memorandum to Capstone re: same (.6); attend to Grace's Q3 2012 earnings conference call (.7).	Krieger, A.	1.3
10/31/2012	T/c Capstone re: Committee memorandum on One Grace realignment.	Krieger, A.	0.4

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	4.1	\$ 725	\$ 2,972.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 2,972.50	
TOTAL FOR THIS MATTER		\$ 2,972.50	

STROOCK

RE	Case Administration 699843 0014
----	------------------------------------

DATE	DESCRIPTION	NAME	HOURS
10/01/2012	Review appeals case docket nos. 11-199 and 12-1402.	Mohamed, D.	0.2
10/02/2012	Obtain and circulate recently docketed pleadings in main case (.3); review appeals case docket no. 11-199 (.1).	Mohamed, D.	0.4
10/03/2012	Monitor appeals case docket nos. 11-199 and 12-1402 (.2); review case file documents (.9).	Mohamed, D.	1.1
10/04/2012	Obtain recent pleading re: appeals case no. 11-199 for attorney review.	Mohamed, D.	0.2
10/05/2012	Review appeals case docket nos. 11-199 and 12-1402.	Mohamed, D.	0.2
10/08/2012	Obtain and circulate recently docketed pleading in main case (.2); review appeals case docket nos. 11-199 and 12-1402 (.2).	Mohamed, D.	0.4
10/09/2012	Obtain and circulate recently docketed pleadings in main case (.5); obtain recent pleading re: appeals case no. 11-199 for attorney review (.2).	Mohamed, D.	0.7
10/10/2012	Review appeals case docket nos. 11-199 and 12-1402.	Mohamed, D.	0.2
10/11/2012	Review appeals case docket no. 11-199.	Mohamed, D.	0.1
10/12/2012	Obtain and circulate recently docketed pleading in main case (.2); review appeals case docket nos. 11-199 and 12-1402 (.2).	Mohamed, D.	0.4
10/15/2012	Obtain and circulate recently docketed pleadings in main case (.3); review appeals case docket nos. 11-199 and 12-1402 (.2).	Mohamed, D.	0.5
10/16/2012	Obtain and circulate recently docketed pleading in main case (.2); review appeals case docket no. 11-199 (.1).	Mohamed, D.	0.3
10/17/2012	Review appeals case docket nos. 11-199 and 12-1402.	Mohamed, D.	0.2

STROOCK

DATE	DESCRIPTION	NAME	HOURS
10/18/2012	Review appeals case docket no. 11-199.	Mohamed, D.	0.1
10/19/2012	Review appeals case docket nos. 11-199 and 12-1402.	Mohamed, D.	0.2
10/22/2012	Review appeals case docket nos. 11-199 and 12-1402 (.2); research re: Capstone's monthly fee applications (.2).	Mohamed, D.	0.4
10/23/2012	Obtain and circulate recently docketed pleadings in main case (.3); review appeals case docket no. 11-199 (.1).	Mohamed, D.	0.4
10/24/2012	Review appeals case docket nos. 11-199 and 12-1402.	Mohamed, D.	0.2
10/26/2012	Research and obtain requested Grace related appeal pleadings for A. Krieger.	Magzamen, M.	0.4
10/31/2012	Obtain and circulate WR Grace filings docket and calendar updates.	Siegel, S.	0.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Magzamen, Michael	0.4	\$ 335	\$ 134.00
Mohamed, David	6.2	210	1,302.00
Siegel, Scott D.	0.3	315	94.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 1,530.50	
TOTAL FOR THIS MATTER		\$ 1,530.50	

STROOCK

RE	Committee, Creditors', Noteholders', or Equity Holders'
	699843 0017

DATE	DESCRIPTION	NAME	HOURS
10/18/2012	Review Capstone memo re: Grace.	Kruger, L.	0.2
10/26/2012	Attend to memorandum for the Committee re: modification of briefing schedule.	Krieger, A.	0.8
10/30/2012	Attend to Committee memorandum re: Anderson Memorial's requests for revised appellate briefing schedule and Third Circuit order.	Krieger, A.	1.0
10/31/2012	Review Capstone report on Grace 2nd Quarter.	Kruger, L.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	1.8	\$ 725	\$ 1,305.00
Kruger, Lewis	0.4	1,025	410.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 1,715.00
--	-------------

TOTAL FOR THIS MATTER	\$ 1,715.00
-----------------------	-------------

STROOCK

RE	Fee Application, Applicant 699843 0018
----	---

DATE	DESCRIPTION	NAME	HOURS
10/09/2012	Review revised fee detail and prepare draft of SSL's 138th monthly fee application for attorney review.	Mohamed, D.	1.1
10/10/2012	Attend to September 2012 monthly fee statement.	Krieger, A.	0.2
10/11/2012	Revise draft of SSL's 138th monthly fee application for attorney review.	Mohamed, D.	0.5
10/16/2012	Attend to September 2012 fee statement.	Krieger, A.	0.1
10/24/2012	Finalize SSL's 138th monthly fee application for filing (.6); prepare notice and CoS re same and forward to local counsel for filing on 10/29/12 (.6).	Mohamed, D.	1.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.3	\$ 725	\$ 217.50
Mohamed, David	2.8	210	588.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 805.50
--	-----------

TOTAL FOR THIS MATTER	\$ 805.50
-----------------------	-----------

STROOCK

RE	Creditor Inquiries 699843 0019
----	-----------------------------------

DATE	DESCRIPTION	NAME	HOURS
10/04/2012	Telephone conference creditor re: appeal briefing schedule.	Pasquale, K.	0.2
10/17/2012	Emails with creditor re: status.	Pasquale, K.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Pasquale, Kenneth	0.4	\$ 920	\$ 368.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 368.00
--	-----------

TOTAL FOR THIS MATTER	\$ 368.00
-----------------------	-----------

STROOCK

RE	Fee Application, Others 699843 0020
----	--

DATE	DESCRIPTION	NAME	HOURS
10/23/2012	Review and finalize Capstone's 103rd monthly fee application for filing (.8); prepare notice and CoS re: same and forward to local counsel for filing (.5); prepare and effectuate service re: fee application (.6).	Mohamed, D.	1.9

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Mohamed, David	1.9	\$ 210	\$ 399.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 399.00
--	-----------

TOTAL FOR THIS MATTER	\$ 399.00
-----------------------	-----------

STROOCK

RE	Expenses 699843 0024	
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 0.00
MATTER DISBURSEMENT SUMMARY		
Outside Messenger Service		\$ 70.07
Long Distance Telephone		5.70
TOTAL DISBURSEMENTS/CHARGES		\$ 75.77
TOTAL FOR THIS MATTER		\$ 75.77

STROOCK

RE	Plan and Disclosure Statement 699843 0036			
DATE	DESCRIPTION	NAME	HOURS	
10/22/2012	Memoranda and tc's lenders' counsel re: lenders' claims (1.6); t/c Capstone re: same (.2).	Krieger, A.	1.8	
10/23/2012	Memoranda and t/c with Capstone re: analyses of lenders' claims.	Krieger, A.	0.9	
10/24/2012	Attend to draft appellate materials and o/c KP re: same (.5); t/c Capstone re: same (.3); memorandum with lenders' counsel re: appellate issues (.1).	Krieger, A.	0.9	
10/24/2012	Review Capstone analyses re: lenders' claims.	Pasquale, K.	0.5	
10/25/2012	Attend to lenders' draft brief and information re: same.	Krieger, A.	1.7	
10/25/2012	Review lenders' draft appellate brief.	Pasquale, K.	1.6	
10/26/2012	Attend to lenders' draft brief and e-mails regarding same (3.2); attend to updated appeals dockets and related motions and orders (.4).	Krieger, A.	3.6	
10/26/2012	Review lenders' draft appellate brief & case law; emails re: same.	Pasquale, K.	2.1	
10/30/2012	Attend to materials re: motion for cash-settled collar agreement.	Krieger, A.	0.7	
SUMMARY OF HOURS		HOURS	RATE	TOTAL
Krieger, Arlene G.		9.6	\$ 725	\$ 6,960.00
Pasquale, Kenneth		4.2	920	3,864.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED			\$ 10,824.00	
TOTAL FOR THIS MATTER			\$ 10,824.00	

STROOCK

RE	Hearings 699843 0037
----	-------------------------

DATE	DESCRIPTION	NAME	HOURS
10/01/2012	Telephone conference with R. Higgins regarding 10/15/12 hearing agenda and Main Plaza objection to CIM Acquisition/Urban notice of claim transfer and Debtors' limited joinder.	Krieger, A.	0.1
10/08/2012	Attend to 10/15/12 hearing notice (.1); emails and t/c with R. Higgins re: hearing on Main Plaza, CIM Urban dispute and memorandum with LK, KP re: same (.9); memorandum to local counsel re: same (.3).	Krieger, A.	1.3
10/16/2012	Memorandum with M. Lastowski re: 10/15/12 hearing on CIM motion.	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	1.6	\$ 725	\$ 1,160.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 1,160.00	
TOTAL FOR THIS MATTER		\$ 1,160.00	
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 21,007.00	
TOTAL DISBURSEMENTS/CHARGES		\$ 75.77	
TOTAL BILL		\$ 21,082.77	

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown. Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

EXHIBIT B

WR GRACE & CO
SUMMARY OF FEES
OCTOBER 1, 2012 - OCTOBER 31, 2012

	Hours	Rate	Amount
Partners			
Kruger, Lewis	0.4	\$1,025	\$ 410.00
Pasquale, Kenneth	4.6	920	4,232.00
Associates			
Krieger, Arlene G.	19.1	725	13,847.50
Paraprofessionals			
Magzamen, Michael	0.4	335	134.00
Mohamed, David	10.9	210	2,289.00
Siegel, Scott D.	0.3	315	94.50
Total	35.7		\$ 21,007.00

EXHIBIT C

WR GRACE & CO
DISBURSEMENT SUMMARY
OCTOBER 1, 2012 - OCTOBER 31, 2012

Outside Messenger Service	\$ 70.07
Long Distance Telephone	5.70
TOTAL	\$ 75.77

STROOCK

DISBURSEMENT REGISTER

DATE	November 28, 2012
INVOICE NO.	578751
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR EXPENSES INCURRED in the captioned matter for the period through October 31, 2012, including:

DATE	DESCRIPTION	AMOUNT
Outside Messenger Service		
09/28/2012	Vendor: United Parcel Service Invoice #: 00000010X827402 10.06.12 Tracking #: 1Z10X8270190051242 Shipment Date: 09/28/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: Bobbi Ruhlander, Esq., Warren H. Smith & Associates, P.C., 2235 Ridge Rd, Rockwall, TX 75087	11.17
09/28/2012	Vendor: United Parcel Service Invoice #: 00000010X827402 10.06.12 Tracking #: 1Z10X8270197851464 Shipment Date: 09/28/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: David B. Siegal, W.R. Grace & Co., 7500 Grace Dr, Columbia, MD 21044	7.88
09/28/2012	Vendor: United Parcel Service Invoice #: 00000010X827402 10.06.12 Tracking #: 1Z10X8270198243459 Shipment Date: 09/28/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: Dawn S. Marra, Duane Morris LLP, 222 Delaware Ave, Wilmington, DE 19801	7.88
09/28/2012	Vendor: United Parcel Service Invoice #: 00000010X827402 10.06.12 Tracking #: 1Z10X8270198940071 Shipment Date: 09/28/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: Dave Klauder, Esq., Office of the United States Trustee, 844 N King St, Wilmington, DE 19801	7.88

STROOCK

PAGE: 2

DATE	DESCRIPTION	AMOUNT
10/23/2012	Vendor: United Parcel Service Invoice #: 00000010X827432 10.27.12 Tracking #: 1Z10X8270196031333 Shipment Date: 10/23/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: Dawn S. Marra, Duane Morris LLP, 222 Delaware Ave, Wilmington, DE 19801	7.98
10/23/2012	Vendor: United Parcel Service Invoice #: 00000010X827432 10.27.12 Tracking #: 1Z10X8270196120504 Shipment Date: 10/23/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: Dave Klauder, Esq., Office of the United States Trustee, 844 N King St, Wilmington, DE 19801	7.98
10/23/2012	Vendor: United Parcel Service Invoice #: 00000010X827432 10.27.12 Tracking #: 1Z10X8270198351510 Shipment Date: 10/23/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: David B. Siegal, W.R. Grace & Co., 7500 Grace Dr, Columbia, MD 21044	7.98
10/23/2012	Vendor: United Parcel Service Invoice #: 00000010X827432 10.27.12 Tracking #: 1Z10X8270199443124 Shipment Date: 10/23/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: Bobbi Ruhlander, Esq, Warren H. Smith & Associates, P.C., 2235 Ridge Rd, Rockwall, TX 75087	11.32
Outside Messenger Service Total		70.07
Long Distance Telephone		
10/05/2012	EXTN.795562, TEL.2038626208, S.T.11:07, DUR.00:01:43	0.17
10/05/2012	EXTN.795562, TEL.2038626208, S.T.16:36, DUR.00:02:34	0.25
10/24/2012	EXTN.795544, TEL.2015877123, S.T.16:04, DUR.00:03:39	1.11
10/24/2012	EXTN.795562, TEL.2155684480, S.T.11:53, DUR.00:00:13	0.28
10/26/2012	EXTN.795544, TEL.2015877123, S.T.11:59, DUR.00:13:08	3.89
Long Distance Telephone Total		5.70

STROOCK

PAGE: 3

BILL DISBURSEMENT SUMMARY

Outside Messenger Service	\$ 70.07
Long Distance Telephone	5.70

TOTAL DISBURSEMENTS/CHARGES	\$ 75.77
-----------------------------	----------

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown. Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

Monthly Fee Application for November 2012

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
	)	Chapter 11
)	
	)	Case No. 01-01139 (JKF)
W. R. GRACE & CO., et al. ¹;	)	(Jointly Administered)
)	
Debtors.	)	Objection Deadline:
	)	January 22, 2013 at 4:00 p.m.
	)	Hearing date: To be scheduled only if objections
	)	are timely filed and served.

NOTICE OF FILING OF MONTHLY FEE APPLICATION

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; (7) Counsel to the Debtors-in-Possession Lenders; and (8) the Fee Auditor:

Stroock & Stroock & Lavan LLP ("Stroock"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of the above captioned debtor and debtors in possession

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Date Filed: 1/2/2013

Docket No.: 30111

in the above-captioned chapter 11 cases, filed and served the One Hundred and Fortieth Monthly Fee Application of Stroock & Stroock & Lavan LLP for Interim Compensation and for Reimbursement of Expenses for the services rendered during the period November 1, 2012 through November 30, 2012, seeking compensation in the amount of \$50,897.50 and reimbursement for actual and necessary expenses in the amount of \$120.11.

Objections or responses to the Monthly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **January 22, 2013 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the Affected Professional and each of the following: (i) co-counsel for the Debtors, Adam Paul, Esquire, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654 (fax number 312-862-2200), and James E. O'Neill, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400), and Roger J. Higgins, Esquire, The Law Offices of Roger Higgins LLC, 111 East Wacker Drive, Suite 2800, Chicago, IL 60601 (Fax number 312-577-0737); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801-1659 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod LLP, Wachovia Building, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351,

Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, Chartered, 600 Lexington Avenue, 21st Floor, New York, New York 10022 (fax number 212-379-6001), and Mark Hurford, Esquire, Campbell & Levine, LLC, 800 N. King Street, Suite 300, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins LLP, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) co-counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (fax number 212-715-8000), and Teresa K.D. Currier, Esquire, Saul Ewing LLP, 222 Delaware Avenue, Wilmington, Delaware 19801 (Fax number 302-421-6813); (vii) the Office of the United States Trustee, Attn: David Klauder, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); and (viii) the Fee Auditor, Bobbi M. Ruhlander, Esquire, Warren H. Smith and Associates, P.C., 2235 Ridge Road, Suite 105, Rockwall, TX 75087 (Fax number 214-722-0081).

[Remainder of Page Left Intentionally Blank]

Dated: January 2, 2013
Wilmington, Delaware

RESPECTFULLY SUBMITTED,

/s/ Michael R. Lastowski

Michael R. Lastowski, Esq. (DE 3892)
Richard W. Riley (DE 4052)
DUANE MORRIS LLP
222 Delaware Avenue, Suite 1600
Wilmington, DE 19801-1659
Telephone: (302) 657-4900
Facsimile: (302) 657-4901
E-mail: mlastowski@duanemorris.com
E-mail: rw Riley@duanemorris.com

William S. Katchen, Esquire (Admitted in NJ Only)
DUANE MORRIS LLP
Suite 1200
744 Broad Street
Newark, NJ 07102-3889
Telephone: (973) 424-2000
Facsimile: (973) 424-2001
E-mail: wskatchen@duanemorris.com

and

Lewis Kruger, Esquire
Kenneth Pasquale, Esquire
STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, New York 10038-4982
Telephone: (212) 806-5400
Facsimile: (212) 806-6006
E-mail: lkruger@stroock.com
kpasquale@stroock.com

Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co., et al.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
)	
	)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <u>et al.</u>,	)	(Jointly Administered)
)	
Debtors.	)	Objection Deadline:
	)	January 22, 2013 at 4:00 p.m.
	)	Hearing date: To be scheduled only if objections
	)	are timely filed and served.

**ONE HUNDRED AND FORTIETH MONTHLY FEE APPLICATION OF STROOCK
& STROOCK & LAVAN LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM NOVEMBER 1, 2012 THROUGH NOVEMBER 30, 2012**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	November 1, 2012 – November 30, 2012
Amount of Compensation sought as actual, reasonable and necessary:	\$50,897.50 (80%: \$40,718.00)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$120.11
This is an: <input checked="" type="checkbox"/> interim <input type="checkbox"/> final application	

Attachment A**Monthly Interim Fee Applications**

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I. 3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$9,830.50 (Chambers)	\$89,592.40	\$10,522.34
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)	\$35,059.20	\$62,975.42

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
September 4, 2003 D.I. 4381	7/1/03 – 7/31/03	\$79,090.50	\$2,301.33 (Stroock) \$14,274.25 (Chambers)	\$55,941.60	\$16,575.58
September 30, 2003 D.I. 4512	8/1/03 – 8/31/03	\$69,927.00	\$1,164.19 (Stroock) \$12,488.94 (Chambers)	\$55,941.60	\$13,653.13
October 29, 2003 D.I. 4625	9/1/03 – 9/30/03	\$69,409.50	\$1,076.94 (Stroock) \$10,102.00 (Chambers)	\$55,527.60	\$11,178.94
December 19, 2002 D.I. 4843	10/1/03 – 10/31/03	\$96,980.50	\$3,800.45 (Stroock) \$42,881.50 (Chambers)	\$77,584.40	\$46,681.95
January 23, 2003 D.I. 4976	11/1/03 – 11/30/03	\$66,428.50	\$1,225.38 (Stroock) \$30,463.00 (Navigant f/k/a Chambers)	\$53,142.80	\$31,688.38
February 4, 2004 D.I. 5056	12/1/03 – 12/31/03	\$52,321.50	\$924.99 (Stroock) \$27,005.00 (Navigant f/k/a Chambers)	\$41,857.20	\$27,929.99
March 17, 2004 D.I. 5309	1/1/04 – 1/31/04	\$65,980.50	\$1,917.93 (Stroock) \$47,654.57 (Navigant f/k/a Chambers)	\$52,784.40	\$49,572.50
April 6, 2004 D.I. 5406	2/1/04 – 2/29/04	\$90,421.50	\$3,636.48 (Stroock) \$35,492.50 (Navigant f/k/a Chambers)	\$72,337.20	\$39,128.98
April 28, 2004 D.I. 5498	3/1/04 – 3/31/04	\$103,524.00	\$5,567.34 (Stroock)	\$82,819.20	\$5,567.34
June 14, 2004 D.I. 5803	4/1/04 – 4/30/04	\$99,136.00	\$3,518.96 (Stroock) \$1,515.00 (Navigant February) \$49,667.00 (Navigant March) \$80,307.11 (Navigant April)	\$79,308.80	\$135,008.07
July 2, 2004 D.I. 5917	5/1/04 – 5/31/04	\$134,324.50	\$2,409.97 (Stroock) \$78,360.05 (Navigant May)	\$107,459.60	\$80,770.02

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
August 2, 2004 D.I. 6105	6/1/04 – 6/30/04	\$120,501.00	\$1,831.49 (Stroock) \$62,625.00 (Navigant June)	\$96,400.80	\$64,456.49
September 9, 2004 D.I. 6341	7/1/04 – 7/31/04	\$72,394.00	\$3,461.84 (Stroock) \$40,427.50 (Navigant July)	\$57,915.20	\$43,889.34
September 23, 2004 D.I. 6444	8/1/04 – 8/31/04	\$70,457.00	\$1,764.40 (Stroock)	\$56,365.60	\$1,764.40
October 14, 2004 D.I. 6625	9/1/04 – 9/30/04	\$83,903.50	\$1,535.61 (Stroock) \$27,142.00 (Navigant August)	\$67,122.80	\$28,677.61
December 3, 2004 D.I. 7086	10/1/04 – 10/31/04	\$200,155.50	\$1,368.18 (Stroock) \$ 24,659.00 (Navigant September)	\$160,124.40	\$26,027.18
January 7, 2005 D.I. 7481	11/1/04 – 11/30/04	\$218,608.50	\$14,019.09 (Stroock) \$25,102.80 (Navigant October) \$27,972.34 (Navigant November)	\$174,886.80	\$67,094.23
February 2, 2005 D.I. 7667	12/1/04 – 12/31/04	\$235,503.70	\$10,442.92 (Stroock) \$62,687.97 (Navigant December)	\$188,402.96	\$73,130.89
March 15, 2005 D.I. 8026	1/1/05 – 1/31/05	\$187,168.00	\$4,411.55 (Stroock) \$15,686.00 (Navigant January)	\$149,734.40	\$20,097.55
April 1, 2005 D.I. 8155	2/1/05 – 2/28/05	\$108,180.25	\$8,102.85 (Stroock) \$18,303.37 (Navigant February)	\$86,544.20	\$26,406.22
April 25, 2005 D.I. 8331	3/1/05 – 3/31/05	\$56,941.25	\$287.23 (Stroock) \$6,114.86 (Navigant March)	\$45,553.00	\$6,402.09
June 6, 2005 D.I. 8562	4/1/05 – 4/30/05	\$127,695.00	\$3,531.45 (Stroock) \$20,129.06 (Navigant April)	\$102,156.00	\$23,660.51

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
June 28, 2005 D.I. 8704	5/1/05 – 5/31/05	\$115,453.75	\$858.21 (Stroock)	\$78,855.20	\$858.21
August 3, 2005 D.I. 9135	6/1/05 – 6/30/05	\$114,903.75	\$4,871.74 (Stroock) \$34,075.28 (Navigant)	\$91,923.00	\$38,947.02
September 8, 2005 D.I. 9356	7/1/05 – 7/31/05	\$117,780.75	\$2,088.44 (Stroock) \$2,211.00 (Navigant)	94,224.60	\$4,299.44
October 14, 2005 D.I. 9565	8/1/05 8/31/05	\$106,796.25	\$5,046.99 (Stroock) \$18,550.00 (Navigant)	\$85,437.00	\$23,596.99
November 1, 2005 D.I. 10951	9/1/05 9/31/05	\$67,697.50	\$1,399.68 (Stroock) \$11,197.50 (Navigant)	\$54,158.00	\$12,597.18
November 29, 2005 D.I. 11202	10/1/05 - 10/31/05	\$98,216.75	\$1,611.30 (Stroock) \$11,582.50 (Navigant)	\$78,573.40	\$13,193.80
January 9, 2006 D.I. 11507	11/1/05 11/30/05	\$104,348.00	\$2,847.45 (Stroock) \$71,598.50 (Navigant)	\$83,478.40	\$74,445.95
January 30, 2006 D.I. 11655	12/1/05 – 12/31/05	\$96,855.00	\$1,379.53 (Stroock) \$20,317.49 (Navigant)	\$77,484.00	\$21,697.02
March 1, 2006 D.I. 11921	1/1/06 – 1/31/06	\$73,383.00	\$1,810.85 (Stroock) \$14,124.01 (Navigant)	\$58,706.40	\$15,934.86
March 28, 2006 D.I. 12134	2/1/06 – 2/28/06	\$105,083.75	\$1,434.62 (Stroock) \$25,971.70 (Navigant)	\$84,067.00	\$27,406.32
May 2, 2006 D.I. 12354	3/1/2006 - 3/31/2006	\$145,189.50	\$2,512.81 (Stroock) \$25,838.37 (Navigant)	\$116,151.60	\$28,351.18
May 31, 2006 D.I. 12558	4/1/2006 - 4/30/2006	\$116,817.00	\$2,141.42 (Stroock) \$7,425.00 (Navigant)	\$93,453.60	\$9,566.42
July 6, 2006 D.I. 12748	5/1/2006 – 5/31/2006	\$121,304.50	\$1,838.71 (Stroock) \$17,493.75 (Navigant)	\$97,043.60	\$19,332.46
August 1, 2006 D.I. 12899	6/1/2006 – 6/30/2006	\$94,856.50	\$1,869.66 (Stroock) \$38,548.75 (Navigant)	\$75,885.20	\$40,418.41

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
August 30, 2006 D.I. 13117	7/1/2006 – 7/31/2006	\$97,397.25	\$496.76 (Stroock) \$30,280.00 (Navigant)	\$77,917.80	\$30,776.76
October 2, 2006 D.I. 13336	8/1/2006- 8/31/2006	\$131,856.25	\$98.34 (Stroock) \$98,317.50 (Navigant)	\$105,485.00	\$98,415.84
November 2, 2006 D.I. 13559	9/1/2006 – 9/30/2006	\$150,960.00	\$4,147.01 (Stroock) \$91,179.11 (Navigant)	\$120,768.00	\$95,326.12
November 29, 2006 D.I. 13838	10/1/06 – 10/31/06	\$196,223.50	\$915.14 (Stroock) \$147,374.20 (Navigant)	\$156,978.89	\$148,289.34
January 12, 2007 D.I. 14292	11/1/06 – 11/30/06	\$188,638.00	\$3,370.16 (Stroock) \$133,438.70 (Navigant)	\$150,910.40	\$136,808.86
January 29, 2007 D.I. 14415	12/1/06 – 12/31/06	\$99,832.00	\$5,752.89 (Stroock) \$55,245.22 (Navigant)	\$79,865.60	\$60,998.11
March 8, 2007 D.I. 14810	1/1/2007 – 1/31/2007	\$77,582.00	\$962.06 (Stroock) \$90,474.74 (Navigant)	\$62,065.60	\$91,436.80
April 10, 2007 D.I. 15132	2/1/2007 – 2/28/2007	\$119,140.50	\$3,092.88 (Stroock) \$77,301.25 (Navigant)	\$95,312.40	\$80,394.13
May 1, 2007 D.I. 15457	3/1/2007 – 3/31/2007	\$135,228.00	\$6,635.25 (Stroock) \$104,674.53 (Navigant)	\$108,182.40	\$111,309.78
June 22, 2007 D.I. 16136	4/1/2007 – 4/30/2007	\$177,646.00	\$815.81 (Stroock) \$173,437.45 (Navigant)	\$142,116.80	\$174,253.26
July 17, 2007 D.I. 16309	5/1/2007 – 5/31/2007	\$205,937.25	\$6,405.01 (Stroock) \$162,431.03 (Navigant)	\$164,749.80	\$168,836.04
August 10, 2007 D.I. 16528	6/1/2007 – 6/30.2007	\$225,650.50	\$5,929.97 (Stroock) \$200,294.81 (Navigant)	\$180,520.40	\$206,224.78
September 14, 2007 D.I. 16822	7/1/2007 – 7/31/2007	\$157,268.50	\$4,021.65 (Stroock) \$208,116.54 (Navigant)	\$125,814.80	\$212,138.19
October 1, 2007 D.I. 16959	8/1/2007 – 8/31/2007	\$145,866.50	\$3,354.61 (Stroock) \$210,152.54 (Navigant)	\$116,693.20	\$213,507.15

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
November 19, 2007 D.I. 17394	9/1/2007 – 9/30/2007	\$206,908.50	\$3,056.89 (Stroock)	\$165,526.80	\$3,056.89
December 5, 2007 D.I. 17548	10/1/07 - 10/31/07	\$288,976.50	\$22,324.58 (Stroock) \$325,509.63 (Navigant)	\$231,181.20	\$347,834.21
January 11, 2008 D.I. 17803	11/1/07 – 11/30/07	\$249,372.50	\$32,780.40 (Stroock) \$162,394.93 (Navigant)	\$199,498.00	\$195,175.33
February 1, 2008 D.I. 17957	12/1/07 – 12/31/07	\$116,522.50	\$57,717.92 (Stroock) \$47,444.43 (Navigant)	\$93,218.00	\$105,162.35
March 4, 2008 D.I. 18202	1/1/08 – 1/31/08	\$201,472.50	\$3,282.80 (Stroock) \$86,070.26 (Navigant)	\$161,178.00	\$89,353.06
April 4, 2008 D.I. 18450	2/1/08 – 2/29/08	\$195,491.00	\$5,922.25 (Stroock) \$73,924.16 (Navigant)	\$156,392.80	\$79,846.41
April 29, 2008 D.I. 18639	3/1/08 – 3/31/08	\$275,659.00	\$11,217.17 (Stroock) \$69,201.53 (Navigant)	\$220,527.20	\$80,418.70
June 4, 2008 D.I. 18862	4/1/08 - 4/30/08	\$298,888.00	\$10,143.60 (Stroock) \$38,800.00 (Navigant)	\$239,110.40	\$48,943.60
July 1, 2008 D.I. 19032	5/1/08 - 5/31/08	\$138,683.50	\$3,649.95 (Stroock)	\$110,946.80	\$3,649.95
August 4, 2008 D.I. 19224	6/1/2008 - 6/30/2008	\$213,559.00	\$12,357.78 (Stroock) \$96.84 (Navigant)	\$170,847.20	\$12,454.62
September 10, 2008 D.I. 19516	7/1/2008 - 7/31/2008	\$206,087.50	\$6,717.13 (Stroock) \$259.90 (Navigant)	\$164,870.00	\$6,977.03
September 30, 2008 D.I. 19653	8/1/2008 – 8/31/2008	\$212,928.50	\$2,326.65 (Stroock)	\$170,342.80	\$2,326.65
November 6, 2008 D.I. 19949	9/1/2008 – 9/30/2008	\$226,486.50	\$2,844.77 (Stroock)	\$181,189.20	\$2,844.77
December 2, 2008 D.I. 20174	10/1/08 – 10/31/08	\$270,097.00	\$10,611.52 (Stroock)	\$216,077.60	\$10,611.52

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
December 30, 2008 D.I. 20384 & 20385	11/1/08 – 11/30/08	\$184,642.00	\$5,870.24 (Stroock)	\$147,713.60	\$5,870.24
February 3, 2009 D.I. 20654	12/1/08 – 12/31/08	\$102,648.50	\$4,017.80 (Stroock)	\$82,118.80	\$4,017.80
March 3, 2009 D.I. 20906	1/1/09 – 1/31/09	\$114,525.00	\$2,458.44 (Stroock)	\$91,620.00	\$2,458.44
March 30, 2009 D.I. 21152	2/1/09 – 2/28/09	\$141,569.00	\$1,627.89 (Stroock)	\$113,255.20	\$1,627.89
April 29, 2009 D.I. 21475	3/1/09 – 3/31/09	\$181,006.75	\$3,270.02 (Stroock)	\$144,805.40	\$3,270.02
May 29, 2009 D.I. 21910	4/1/09 – 4/30/09	\$187,588.50	\$1,545.41 (Stroock)	\$150,070.80	\$1,545.41
July 1, 2009 D.I. 22310	5/1/09 – 5/31/09	\$227,989.00	\$9,428.79 (Stroock)	\$182,391.20	\$9,428.79
August 6, 2009 D.I. 22709	6/1/09 – 6/30/09	\$238,611.25	\$5,960.91 (Stroock)	\$190,889.00	\$5,960.91
September 25, 2009 D.I. 23338	7/1/09 – 7/31/09	\$294,766.50	\$17,306.20 (Stroock)	\$235,813.20	\$17,306.20
October 5, 2009 D.I. 23422	8/1/09 – 8/31/09	\$299,544.25	\$7,237.57 (Stroock) \$2,812.50 (Navigant)	\$239,635.40	\$10,050.07
November 13, 2009 D.I. 23759	9/1/09 – 9/30/09	\$349,937.50	\$20,164.05 (Stroock)	\$279,950.00	\$20,164.05
December 1, 2009 D.I. 23897	10/1/09 – 10/31/09	\$281,050.75	\$12,457.25 (Stroock)	\$224,840.60	\$12,457.25
December 30, 2009 D.I. 24087	11/1/09 – 11/30/09	\$219,347.00	\$10,084.80 (Stroock)	\$175,477.60	\$10,084.80
January 29, 2010 D.I. 24211	12/1/09 – 12/31/09	\$117,137.00	\$3,532.36 (Stroock)	\$93,709.60	\$3,532.36

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
March 1, 2010 D.I. 24376	1/1/2010 – 1/31/2010	\$193,442.75	\$3,163.37 (Stroock)	\$154,754.20	\$3,163.37
March 30, 2010 D.I. 24537	2/1/2010 – 2/28/2010	\$56,435.50	\$1,668.29 (Stroock)	\$45,148.40	\$1,668.29
April 28, 2010 D.I. 24687	3/1/2010 – 3/31/2010	\$42,209.00	\$636.63 (Stroock)	\$33,767.20	\$636.63
May 28, 2010 D.I. 24859	4/1/2010 – 4/30/2010	\$44,465.00	\$265.51 (Stroock)	\$35,572.00	\$265.51
June 28, 2010 D.I. 24993	5/1/2010 – 5/31/2010	\$36,946.50	\$770.90 (Stroock)	\$29,557.20	\$770.90
July 28, 2010 D.I. 25130	6/1/2010 – 6/30/2010	\$52,374.50	\$93.68 (Stroock)	\$41,899.60	\$93.68
August 30, 2010 D.I. 25286	7/1/2010 – 7/31/2010	\$20,240.00	\$141.30 (Stroock)	\$16,192.00	\$141.30
September 28, 2010 D.I. 25488	8/1/2010 – 8/31/2010	\$23,595.50	\$157.91 (Stroock)	\$18,876.40	\$157.91
October 28, 2010 D.I. 25660	9/1/2010 – 9/30/2010	\$25,244.50	\$328.75 (Stroock)	\$20,195.60	\$328.75
November 29, 2010 D.I. 25812	10/1/2010 – 10/31/10	\$17,677.50	\$90.00 (Stroock)	\$14,142.00	\$90.00
December 28, 2010 D.I. 25963	11/1/2010 – 11/30/2010	\$45,417.00	\$307.06 (Stroock)	\$36,333.60	\$307.06
January 28, 2011 D.I. 26140	12/1/2011 – 12/31/2011	\$78,046.75	\$2,238.40 (Stroock)	\$62,437.40	\$2,238.40
February 28, 2011 D.I. 26435	1/1/2011 – 1/31/2011	\$37,267.00	\$193.84 (Stroock)	\$29,813.60	\$193.84
March 28, 2011 D.I. 26651	2/1/2011 – 2/28/2011	\$145,264.75	\$3,264.42 (Stroock)	\$116,211.80	\$3,264.42

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
April 28, 2011 D.I. 26834	3/1/2011 – 3/31/2011	\$95,649.00	\$1,447.38 (Stroock)	\$76,519.20	\$1,447.38
May 31, 2011 D.I. 27012	4/1/2011 – 4/30/2011	\$137,671.50	\$1,005.62 (Stroock)	\$110,137.20	\$1,005.62
June 28, 2011 D.I. 27166	5/1/2011 – 5/31/2011	\$67,451.50	\$1,350.50 (Stroock)	\$53,961.20	\$1,350.50
July 28, 2011 D.I. 27326	6/1/2011 – 6/30/2011	\$183,497.75	\$1,903.63 (Stroock)	\$146,798.20	\$1,903.63
August 30, 2011 D.I. 27526	7/1/2011 – 7/31/2011	\$63,076.00	\$1,373.39 (Stroock)	\$50,460.80	\$1,373.39
September 28, 2011 D.I. 27675	8/1/2011 – 8/31/2011	\$56,731.00	\$1,133.86 (Stroock)	\$45,384.80	\$1,133.86
October 28, 2011 D.I. 27847	9/1/2011 – 9/30/2011	\$68,727.00	\$1,025.63 (Stroock)	\$54,981.60	\$1,025.63
December 1, 2011 D.I. 28060	10/1/2011 – 10/31/2011	\$55,335.00	\$348.59 (Stroock)	\$44,268.00	\$348.59
December 28, 2011 D.I. 28281	11/1/2011 – 11/30/2011	\$29,136.00	\$416.68 (Stroock)	\$23,308.80	\$416.68
February 3, 2012 D.I. 28463	12/1/2011 – 12/31/2011	\$8,012.50	\$52.22 (Stroock)	\$6,410.00	\$52.22
February 28, 2012 D.I. 28595	1/1/2012 – 1/31/2012	\$31,694.50	\$379.41 (Stroock)	\$25,355.60	\$379.41
March 28, 2012 D.I. 28732	2/1/2012 – 2/29/2012	\$62,628.00	\$220.71 (Stroock)	\$50,102.40	\$220.71
April 30, 2012 D.I. 28848	3/1/2012 – 3/31/2012	\$27,172.50	\$140.02 (Stroock)	\$21,738.00	\$140.02
May 30, 2012 D.I. 28991	4/1/2012 – 4/30/2012	\$24,898.50	\$75.21 (Stroock)	\$19,918.80	\$75.21

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
July 2, 2012 D.I. 29165	5/1/2012 – 5/31/2012	\$42,647.00	\$1,118.18 (Stroock)	\$34,117.60	\$1,118.18
July 30, 2012 D.I. 29369	6/1/2012 – 6/30/2012	\$38,931.50	\$70.86 (Stroock)	\$31,145.20	\$70.86
August 28, 2012 D.I. 29520	7/1/2012 – 7/31/12	\$38,387.50	\$330.64 (Stroock)	\$30,710.00	\$330.64
September 28, 2012 D.I. 29705	8/1/2012 – 8/31/2012	\$12,847.00	\$53.09 (Stroock)	\$10,277.60	\$53.09
November 14, 2012 D.I. 29896	9/1/2012 – 9/30/2012	\$11,631.00	\$102.99 (Stroock)	\$9,304.80	\$102.99
December 5, 2012 D.I. 29997	10/1/2012 – 10/31/2012	\$21,007.00	\$75.77 (Stroock)	\$16,805.60	\$75.77

WR GRACE & CO
ATTACHMENT B
NOVEMBER 1, 2012 - NOVEMBER 30, 2012

	Hours	Rate	Amount	No. of Years in Position
Partners				
Kruger, Lewis	0.8	\$1,025	\$ 820.00	42
Pasquale, Kenneth	1.4	920	1,288.00	21
Associates				
Krieger, Arlene G.	62.3	725	45,167.50	27
Paraprofessionals				
Magzamen, Michael	0.5	335	167.50	9
Mohamed, David	14.8	210	3,108.00	22
Siegel, Scott D.	1.1	315	346.50	1
Total	80.9		\$ 50,897.50	

EXHIBIT A

WR GRACE & CO
COMPENSATION BY PROJECT CATEGORY
NOVEMBER 1, 2012 - NOVEMBER 30, 2012

Matter Code	Project Category	Hours	Amount
0013	Business Operations	3.8	\$ 2,815.00
0014	Case Administration	5.9	1,354.50
0017	Committee, Creditors', Noteholders', or Equity Holders'	34.4	25,354.00
0018	Fee Application, Applicant	14.7	7,669.00
0020	Fee Application, Others	4.9	1,235.00
0036	Plan and Disclosure Statement	17.2	12,470.00
	Total	80.9	\$ 50,897.50

STROOCK

INVOICE

DATE	December 6, 2012
INVOICE NO.	579834
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through November 30, 2012, including:

RE	Business Operations 699843 0013
----	------------------------------------

DATE	DESCRIPTION	NAME	HOURS
11/06/2012	E-mail with Debtor's counsel re: QSF motion (.1); memoranda with Capstone re: QSF motion (.1); review QSF motion (.9).	Krieger, A.	1.1
11/07/2012	Review ACC Collar Agreement.	Kruger, L.	0.2
11/08/2012	Memoranda with Debtors' counsel re: QSF motion discussion (.1); memoranda with Capstone re: same (.1).	Krieger, A.	0.2
11/09/2012	Memoranda with Capstone re: 11/12/12 conference call on QSF motion (.1); memorandum to Debtors' representatives re: 11/12/12 conference call (.1).	Krieger, A.	0.2
11/12/2012	Attend replay of Grace's conference call re: financial and other results of proposed cash settled Collar Agreement.	Krieger, A.	1.3
11/13/2012	Telephone conferences Capstone re: Investor Call information, NOL position (.4); attend to Grace materials re: annual report 2011 (.4).	Krieger, A.	0.8

STROOCK

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	3.6	\$ 725	\$ 2,610.00
Kruger, Lewis	0.2	1,025	205.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 2,815.00	
TOTAL FOR THIS MATTER		\$ 2,815.00	

STROOCK

RE	Case Administration 699843 0014
----	------------------------------------

DATE	DESCRIPTION	NAME	HOURS
11/01/2012	Obtain and circulate WR Grace filings docket and calendar updates.	Siegel, S.	0.3
11/02/2012	Obtain and circulate WR Grace filings docket and calendar updates.	Siegel, S.	0.2
11/05/2012	Obtain and circulate WR Grace pleadings and docket updates.	Siegel, S.	0.3
11/06/2012	Obtain and circulate WR Grace filings docket and calendar updates.	Siegel, S.	0.3
11/12/2012	Review appeals case docket nos. 11-199 and 12-1402.	Mohamed, D.	0.2
11/13/2012	Obtain and circulate recently docketed pleadings in main case (.8); review appeals case docket no. 11-199 (.1).	Mohamed, D.	0.9
11/14/2012	Obtain and circulate recently docketed pleading in main case (.2); review appeals case docket nos. 11-199 and 12-1402 (.2).	Mohamed, D.	0.4
11/15/2012	Obtain and circulate recently docketed pleadings in main case (.3); review appeals case docket no. 11-199 (.1).	Mohamed, D.	0.4
11/16/2012	Review appeals case docket nos. 11-199 and 12-1402 (.2); obtain pleadings for attorney review (.3).	Mohamed, D.	0.5
11/19/2012	Obtain and circulate recently docketed pleadings in main case (.3); review appeals case docket nos. 11-199 and 12-1402 (.2).	Mohamed, D.	0.5
11/20/2012	Review appeals case docket no. 11-199.	Mohamed, D.	0.1
11/21/2012	Review appeals case docket nos. 11-199 and 12-1402.	Mohamed, D.	0.2
11/26/2012	Obtain and circulate recently docketed pleading in main case (.2); review appeals case docket no. 11-199 and 12-1402 (.2).	Mohamed, D.	0.4

STROOCK

DATE	DESCRIPTION	NAME	HOURS
11/27/2012	Review appeals case docket no. 11-199.	Mohamed, D.	0.1
11/28/2012	Review appeals case docket nos. 11-199 and 12-1402 (.2); update internal case docket (.1).	Mohamed, D.	0.3
11/29/2012	Obtain and circulate recently docketed pleading in main case (.2); review appeals case docket no. 11-199 (.1).	Mohamed, D.	0.3
11/30/2012	Monitor appeals case docket no. 11-199 (.1); obtain recent pleadings re case no. 12-1402 for attorney review (.4).	Mohamed, D.	0.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Mohamed, David	4.8	\$ 210	\$ 1,008.00
Siegel, Scott D.	1.1	315	346.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 1,354.50
--	-------------

TOTAL FOR THIS MATTER	\$ 1,354.50
-----------------------	-------------

STROOCK

RE	Committee, Creditors', Noteholders', or Equity Holders' 699843 0017
----	--

DATE	DESCRIPTION	NAME	HOURS
11/01/2012	Attention to memoranda for the Committee re: Third Circuit Appeals.	Krieger, A.	1.3
11/01/2012	Review memo to Committee re: Third Circuit Appeals.	Kruger, L.	0.3
11/06/2012	Review memo to Committee re: cash settled collar agreement.	Kruger, L.	0.3
11/07/2012	Attend to QSF motion and with Capstone prepare request to Debtors' counsel for additional information re: QSF motion (1.4); memoranda with Capstone re: same (.6); memoranda with Debtors' counsel re: same (.2).	Krieger, A.	2.2
11/07/2012	Confer w/AK re: ACC collar agreement (.2); review Debtors' QSF motion (.3).	Pasquale, K.	0.5
11/08/2012	Attend to draft memoranda for the Committee re: Collar Agreement and selected Plan provisions re: Collar Agreement.	Krieger, A.	3.4
11/09/2012	Attend to information for Collar Agreement analysis and preparation of Committee memorandum re: Collar Agreement.	Krieger, A.	2.6
11/11/2012	Memoranda with Capstone re: revised Committee memorandum.	Krieger, A.	0.1
11/12/2012	Attend to memorandum for the Committee re: QSF motion (2.1); attend to Capstone's draft re: cash settled Collar Agreement (1.3).	Krieger, A.	3.4
11/13/2012	Attend to Capstone's draft of Committee memorandum re: Collar Agreement motion.	Krieger, A.	2.3
11/14/2012	Attend to Capstone's draft memorandum for the Committee re: Collar Agreement and Capstone's draft memorandum for the Committee re: impact on financial matters from the Collar Agreement, and memoranda with	Krieger, A.	7.1

STROOCK

DATE	DESCRIPTION	NAME	HOURS
	Capstone re: same.		
11/15/2012	Attention to revisions to QSF memorandum for the Committee and forward same and attend to Capstone's memorandum re: CSCA's financial impact on exit financing, accounting, tax matters.	Krieger, A.	6.6
11/16/2012	Attend to Committee memoranda re: CSCA and financial update.	Krieger, A.	3.3
11/16/2012	Review draft Capstone memos to Committee.	Pasquale, K.	0.7
11/18/2012	Memoranda with Capstone re: Committee memoranda re: updated financial information and cash settlement collar motion.	Krieger, A.	0.2
11/19/2012	Memoranda with Capstone re: Committee memoranda.	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	32.6	\$ 725	\$ 23,635.00
Kruger, Lewis	0.6	1,025	615.00
Pasquale, Kenneth	1.2	920	1,104.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 25,354.00
--	--------------

TOTAL FOR THIS MATTER	\$ 25,354.00
-----------------------	--------------

STROOCK

RE	Fee Application, Applicant 699843 0018
----	---

DATE	DESCRIPTION	NAME	HOURS
11/04/2012	Exchanged e-mail with M. Magzamen re: September 2012 fee statement.	Krieger, A.	0.1
11/05/2012	Attn to finalizing SSL 138th monthly fee statement (.1); various communications w/ Duane Morris re: same (.1).	Magzamen, M.	0.2
11/06/2012	Communications w/ Duane Morris re: filing of SSL September Grace bill.	Magzamen, M.	0.1
11/14/2012	Update SSL's 138th monthly fee application and forward to local counsel for filing (.6); prepare and effectuate service re: same (.6).	Mohamed, D.	1.2
11/15/2012	Attend to preparation of 46th quarterly fee application.	Krieger, A.	1.3
11/16/2012	Attend to 46th quarterly fee application.	Krieger, A.	3.0
11/19/2012	Attend to 46th quarterly fee application.	Krieger, A.	4.0
11/19/2012	Review/revise October fee detail.	Magzamen, M.	0.2
11/21/2012	Office conference re: 46th quarterly fee application.	Krieger, A.	0.1
11/21/2012	Review and revise draft of SSL's 46th quarterly fee application for attorney review.	Mohamed, D.	1.3
11/27/2012	Review quarterly fee statement.	Pasquale, K.	0.2
11/28/2012	Finalize SSL's 46th quarterly fee application for filing (.6); prepare notice and CoS re: same and forward to local counsel for filing (.6).	Mohamed, D.	1.2
11/29/2012	Prepare and effectuate service re: SSL's 46th quarterly fee application (.6); prepare draft of SSL's 139th monthly fee application for attorney review (1.2).	Mohamed, D.	1.8

STROOCK

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	8.5	\$ 725	\$ 6,162.50
Magzamen, Michael	0.5	335	167.50
Mohamed, David	5.5	210	1,155.00
Pasquale, Kenneth	0.2	920	184.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 7,669.00	
TOTAL FOR THIS MATTER		\$ 7,669.00	

STROOCK

RE	Fee Application, Others 699843 0020
----	--

DATE	DESCRIPTION	NAME	HOURS
11/13/2012	Review and finalize Capstone's 104th monthly fee application (.6); prepare notice and CoS re: same and forward to local counsel for filing (.5); prepare and effectuate service re: fee application (.7).	Mohamed, D.	1.8
11/15/2012	Review and revise Capstone's 35th quarterly fee application (1.1); prepare notice and CoS re: same (.5).	Mohamed, D.	1.6
11/19/2012	Attend to other professionals' fee applications.	Krieger, A.	0.4
11/26/2012	Finalize Capstone's 35th quarterly fee application and forward to local counsel for filing (.5); prepare and effectuate service re: same (.6).	Mohamed, D.	1.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.4	\$ 725	\$ 290.00
Mohamed, David	4.5	210	945.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 1,235.00
--	-------------

TOTAL FOR THIS MATTER	\$ 1,235.00
-----------------------	-------------

STROOCK

RE	Expenses 699843 0024	
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 0.00
MATTER DISBURSEMENT SUMMARY		
Outside Messenger Service		\$ 115.94
Long Distance Telephone		4.17
TOTAL DISBURSEMENTS/CHARGES		\$ 120.11
TOTAL FOR THIS MATTER		\$ 120.11

STROOCK

RE	Plan and Disclosure Statement 699843 0036
----	--

DATE	DESCRIPTION	NAME	HOURS
11/01/2012	Attention to motion re: Plan Proponents' authority to enter into Collar Agreement (.5); memoranda with Capstone re: same (.1).	Krieger, A.	0.6
11/03/2012	Attention to Grace's motion for approval of a Collar Agreement.	Krieger, A.	1.3
11/04/2012	Attention to Grace's motion for approval of a Collar Agreement (1.0); memoranda with Capstone re: motion (.1); review Warrant Agreement (3.1).	Krieger, A.	4.2
11/05/2012	Extended t/c Capstone re: Debtors' cash settled Collar Agreement and exchanged subsequent memoranda thereon (1.2); review Plan documents re: Collar Agreement motion (.3).	Krieger, A.	1.5
11/06/2012	Attend to Committee memoranda re: cash settled Collar Agreement (2.6); o/c K. Pasquale re: Collar Agreement motion (.1).	Krieger, A.	2.7
11/07/2012	Attend to draft memorandum re: Debtors' Collar Agreement motion.	Krieger, A.	2.9
11/08/2012	Attend to request to Grace for additional information re: Collar Agreement and memorandum to Capstone re: same.	Krieger, A.	0.4
11/09/2012	Memoranda with Capstone re: conference call on Collar Agreement motion and investor call.	Krieger, A.	0.2
11/12/2012	Preparation for conference call re: QSF motion and conference call with Debtors' representatives (1.0); multiple telephone conferences Capstone re: QSF conversation with Debtors' representatives and separate discussion on the Collar Agreement motion (.6); memoranda with Capstone re: QSF motion and discussion (.5).	Krieger, A.	2.1
11/20/2012	Communications with lenders' counsel re: appellate arguments (.3); attend to Capstone's	Krieger, A.	1.1

STROOCK

DATE	DESCRIPTION	NAME	HOURS
	analyses of lenders' claims (.8).		
11/21/2012	Memoranda with Capstone re: Collar Agreement, financial information inquiries and review information.	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	17.2	\$ 725	\$ 12,470.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 12,470.00
--	--------------

TOTAL FOR THIS MATTER	\$ 12,470.00
-----------------------	--------------

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 50,897.50
TOTAL DISBURSEMENTS/CHARGES	\$ 120.11
TOTAL BILL	\$ 51,017.61

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

EXHIBIT B

WR GRACE & CO
SUMMARY OF FEES
NOVEMBER 1, 2012 - NOVEMBER 30, 2012

	Hours	Rate	Amount
Partners			
Kruger, Lewis	0.8	\$1,025	\$ 820.00
Pasquale, Kenneth	1.4	920	1,288.00
Associates			
Krieger, Arlene G.	62.3	725	45,167.50
Paraprofessionals			
Magzamen, Michael	0.5	335	167.50
Mohamed, David	14.8	210	3,108.00
Siegel, Scott D.	1.1	315	346.50
Total	80.9		\$ 50,897.50

EXHIBIT C

WR GRACE & CO
DISBURSEMENT SUMMARY
NOVEMBER 1, 2012 – NOVEMBER 30, 2012

Outside Messenger Service	\$ 115.94
Long Distance Telephone	4.17
TOTAL	\$ 120.11

STROOCK

DISBURSEMENT REGISTER

DATE	December 6, 2012
INVOICE NO.	579834
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR EXPENSES INCURRED in the captioned matter for the period through November 30, 2012, including:

DATE	DESCRIPTION	AMOUNT
Outside Messenger Service		
11/13/2012	Vendor: Federal Express Corporation Invoice #: 208610033 11.19.12 Tracking #: 794068815493 Shipment Date: 11/13/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, NEW YORK CITY, NY 10038 Ship to: Dave Klauder, Esq, Office of the United States Trustee, 844 N King St, WILMINGTON, DE 19801	9.62
11/13/2012	Vendor: Federal Express Corporation Invoice #: 208610033 11.19.12 Tracking #: 794068818470 Shipment Date: 11/13/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, NEW YORK CITY, NY 10038 Ship to: David B Siegal, W R Grace & Co, 7500 Grace Dr, COLUMBIA, MD 21044	9.62
11/13/2012	Vendor: Federal Express Corporation Invoice #: 208610033 11.19.12 Tracking #: 794068819812 Shipment Date: 11/13/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, NEW YORK CITY, NY 10038 Ship to: Bobbi Ruhlander, Esq, Warren H Smith & Associates, 2235 Ridge Rd Ste 105, ROCKWALL, TX 75087	14.51
11/13/2012	Vendor: Federal Express Corporation Invoice #: 208610033 11.19.12 Tracking #: 794068821455 Shipment Date: 11/13/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, NEW YORK CITY, NY 10038 Ship to: Dawn S Marra, Duane Morris LLP, 222 Delaware Ave Ste 1600, WILMINGTON, DE 19801	9.62
11/14/2012	Vendor: Federal Express Corporation Invoice #: 208610033 11.19.12 Tracking #: 794075113221 Shipment Date: 11/14/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, NEW	8.46

STROOCK

PAGE: 2

DATE	DESCRIPTION	AMOUNT
	YORK CITY, NY 10038 Ship to: David B Siegal, W R Grace & Co, 7500 Grace Dr, COLUMBIA, MD 21044	
11/14/2012	Vendor: Federal Express Corporation Invoice #: 208610033 11.19.12 Tracking #: 794075197761 Shipment Date: 11/14/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, NEW YORK CITY, NY 10038 Ship to: Bobbi Ruhlander, Warren H Smith and Associates, 2235 Ridge Rd Ste 105, ROCKWALL, TX 75087	8.79
11/14/2012	Vendor: Federal Express Corporation Invoice #: 208610033 11.19.12 Tracking #: 794075285988 Shipment Date: 11/14/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, NEW YORK CITY, NY 10038 Ship to: Dave Klauder, Office of the United States Trustee, 844 N King St Ste 2311, WILMINGTON, DE 19801	8.46
11/26/2012	Vendor: United Parcel Service Invoice #: 00000010X827482 12.01.12 Tracking #: 1Z10X8270193572540 Shipment Date: 11/26/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: Dave Klauder, Office of the United States Trustee, 844 N King St, Wilmington, DE 19801	8.02
11/26/2012	Vendor: United Parcel Service Invoice #: 00000010X827482 12.01.12 Tracking #: 1Z10X8270194534160 Shipment Date: 11/26/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: David B. Siegal, W.R. Grace & Co., 7500 Grace Dr, Columbia, MD 21044	8.02
11/26/2012	Vendor: United Parcel Service Invoice #: 00000010X827482 12.01.12 Tracking #: 1Z10X8270794376955 Shipment Date: 11/26/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: Bobbi Ruhlander, Warren H. Smith and Associates, P.C, 2235 Ridge Rd, Rockwall, TX 75087	7.39
11/29/2012	Vendor: United Parcel Service Invoice #: 00000010X827482 12.01.12 Tracking #: 1Z10X8270192430221 Shipment Date: 11/29/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: Dave Klauder, Office of the United States Trustee, 844 N King St, Wilmington, DE 19801	8.02
11/29/2012	Vendor: United Parcel Service Invoice #: 00000010X827482 12.01.12 Tracking #: 1Z10X8270197729598 Shipment Date: 11/29/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: David B. Siegal, W.R.	8.02

STROOCK & STROOCK & LAVAN LLP • NEW YORK • LOS ANGELES • MIAMI

180 MAIDEN LANE, NEW YORK, NY 10038-4982 TEL 212.806.5400 FAX 212.806.6006 WWW.STROOCK.COM

STROOCK

PAGE: 3		
DATE	DESCRIPTION	AMOUNT
	Grace & Co., 7500 Grace Dr, Columbia, MD 21044	
11/29/2012	Vendor: United Parcel Service Invoice #: 00000010X827492 12.08.12 Tracking #: 1Z10X8270792252216 Shipment Date: 11/29/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: Bobbi Ruhlander, Warren H. Smith and Associates, P.C, 2235 Ridge Rd, Rockwall, TX 75087	7.39
Outside Messenger Service Total		115.94
Long Distance Telephone		
11/20/2012	EXTN.795562, TEL.2015877123, S.T.15:36, DUR.00:14:51	4.17
Long Distance Telephone Total		4.17
BILL DISBURSEMENT SUMMARY		
Outside Messenger Service	\$ 115.94	
Long Distance Telephone	4.17	
TOTAL DISBURSEMENTS/CHARGES		\$ 120.11

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

Monthly Fee Application for December 2012

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
) Chapter 11
)
W. R. GRACE & CO., et al.¹;) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors.) **Objection Deadline:**
) **February 19, 2013 at 4:00 p.m.**
) **Hearing date: To be scheduled only if objections**
) **are timely filed and served.**

NOTICE OF FILING OF MONTHLY FEE APPLICATION

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; (7) Counsel to the Debtors-in-Possession Lenders; and (8) the Fee Auditor:

Stroock & Stroock & Lavan LLP ("Stroock"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of the above captioned debtor and debtors in possession

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Date Filed: 1/28/2013
Docket No.: 30200

in the above-captioned chapter 11 cases, filed and served the One Hundred and Forty-First Monthly Fee Application of Stroock & Stroock & Lavan LLP for Interim Compensation and for Reimbursement of Expenses for the services rendered during the period December 1, 2012 through December 31, 2012, seeking compensation in the amount of \$22,527.00 and reimbursement for actual and necessary expenses in the amount of \$351.88.

Objections or responses to the Monthly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **February 19, 2013 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the Affected Professional and each of the following: (i) co-counsel for the Debtors, Adam Paul, Esquire, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654 (fax number 312-862-2200), and James E. O'Neill, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400), and Roger J. Higgins, Esquire, The Law Offices of Roger Higgins LLC, 111 East Wacker Drive, Suite 2800, Chicago, IL 60601 (Fax number 312-577-0737); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801-1659 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod LLP, Wachovia Building, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351,

Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, Chartered, 600 Lexington Avenue, 21st Floor, New York, New York 10022 (fax number 212-379-6001), and Mark Hurford, Esquire, Campbell & Levine, LLC, 800 N. King Street, Suite 300, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins LLP, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) co-counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (fax number 212-715-8000), and Teresa K.D. Currier, Esquire, Saul Ewing LLP, 222 Delaware Avenue, Wilmington, Delaware 19801 (Fax number 302-421-6813); (vii) the Office of the United States Trustee, Attn: David Klauder, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); and (viii) the Fee Auditor, Bobbi M. Ruhlander, Esquire, Warren H. Smith and Associates, P.C., 2235 Ridge Road, Suite 105, Rockwall, TX 75087 (Fax number 214-722-0081).

[Remainder of Page Left Intentionally Blank]

Dated: January 28, 2013
Wilmington, Delaware

RESPECTFULLY SUBMITTED,

/s/ Michael R. Lastowski

Michael R. Lastowski, Esq. (DE 3892)
Richard W. Riley (DE 4052)
DUANE MORRIS LLP
222 Delaware Avenue, Suite 1600
Wilmington, DE 19801-1659
Telephone: (302) 657-4900
Facsimile: (302) 657-4901
E-mail: mlastowski@duanemorris.com
E-mail: rw Riley@duanemorris.com

William S. Katchen, Esquire (Admitted in NJ Only)
DUANE MORRIS LLP
Suite 1200
744 Broad Street
Newark, NJ 07102-3889
Telephone: (973) 424-2000
Facsimile: (973) 424-2001
E-mail: wskatchen@duanemorris.com

and

Lewis Kruger, Esquire
Kenneth Pasquale, Esquire
STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, New York 10038-4982
Telephone: (212) 806-5400
Facsimile: (212) 806-6006
E-mail: lkruger@stroock.com
kpasquale@stroock.com

Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co., et al.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
)	
	)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <u>et al.</u>,	)	(Jointly Administered)
)	
Debtors.	)	Objection Deadline:
	)	February 19, 2013 at 4:00 p.m.
	)	Hearing date: To be scheduled only if objections
	)	are timely filed and served.

**ONE HUNDRED AND FORTY-FIRST MONTHLY FEE APPLICATION OF STROOCK
& STROOCK & LAVAN LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM DECEMBER 1, 2012 THROUGH DECEMBER 31, 2012**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	December 1, 2012 – December 31, 2012
Amount of Compensation sought as actual, reasonable and necessary:	\$22,527.00 (80%: \$18,021.60)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$351.88
This is an: <input checked="" type="checkbox"/> interim <input type="checkbox"/> final application	

Attachment A**Monthly Interim Fee Applications**

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I. 3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$9,830.50 (Chambers)	\$89,592.40	\$10,522.34
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)	\$35,059.20	\$62,975.42

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
September 4, 2003 D.I. 4381	7/1/03 – 7/31/03	\$79,090.50	\$2,301.33 (Stroock) \$14,274.25 (Chambers)	\$55,941.60	\$16,575.58
September 30, 2003 D.I. 4512	8/1/03 – 8/31/03	\$69,927.00	\$1,164.19 (Stroock) \$12,488.94 (Chambers)	\$55,941.60	\$13,653.13
October 29, 2003 D.I. 4625	9/1/03 – 9/30/03	\$69,409.50	\$1,076.94 (Stroock) \$10,102.00 (Chambers)	\$55,527.60	\$11,178.94
December 19, 2002 D.I. 4843	10/1/03 – 10/31/03	\$96,980.50	\$3,800.45 (Stroock) \$42,881.50 (Chambers)	\$77,584.40	\$46,681.95
January 23, 2003 D.I. 4976	11/1/03 – 11/30/03	\$66,428.50	\$1,225.38 (Stroock) \$30,463.00 (Navigant f/k/a Chambers)	\$53,142.80	\$31,688.38
February 4, 2004 D.I. 5056	12/1/03 – 12/31/03	\$52,321.50	\$924.99 (Stroock) \$27,005.00 (Navigant f/k/a Chambers)	\$41,857.20	\$27,929.99
March 17, 2004 D.I. 5309	1/1/04 – 1/31/04	\$65,980.50	\$1,917.93 (Stroock) \$47,654.57 (Navigant f/k/a Chambers)	\$52,784.40	\$49,572.50
April 6, 2004 D.I. 5406	2/1/04 – 2/29/04	\$90,421.50	\$3,636.48 (Stroock) \$35,492.50 (Navigant f/k/a Chambers)	\$72,337.20	\$39,128.98
April 28, 2004 D.I. 5498	3/1/04 – 3/31/04	\$103,524.00	\$5,567.34 (Stroock)	\$82,819.20	\$5,567.34
June 14, 2004 D.I. 5803	4/1/04 – 4/30/04	\$99,136.00	\$3,518.96 (Stroock) \$1,515.00 (Navigant February) \$49,667.00 (Navigant March) \$80,307.11 (Navigant April)	\$79,308.80	\$135,008.07
July 2, 2004 D.I. 5917	5/1/04 – 5/31/04	\$134,324.50	\$2,409.97 (Stroock) \$78,360.05 (Navigant May)	\$107,459.60	\$80,770.02

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
August 2, 2004 D.I. 6105	6/1/04 – 6/30/04	\$120,501.00	\$1,831.49 (Stroock) \$62,625.00 (Navigant June)	\$96,400.80	\$64,456.49
September 9, 2004 D.I. 6341	7/1/04 – 7/31/04	\$72,394.00	\$3,461.84 (Stroock) \$40,427.50 (Navigant July)	\$57,915.20	\$43,889.34
September 23, 2004 D.I. 6444	8/1/04 – 8/31/04	\$70,457.00	\$1,764.40 (Stroock)	\$56,365.60	\$1,764.40
October 14, 2004 D.I. 6625	9/1/04 – 9/30/04	\$83,903.50	\$1,535.61 (Stroock) \$27,142.00 (Navigant August)	\$67,122.80	\$28,677.61
December 3, 2004 D.I. 7086	10/1/04 – 10/31/04	\$200,155.50	\$1,368.18 (Stroock) \$ 24,659.00 (Navigant September)	\$160,124.40	\$26,027.18
January 7, 2005 D.I. 7481	11/1/04 – 11/30/04	\$218,608.50	\$14,019.09 (Stroock) \$25,102.80 (Navigant October) \$27,972.34 (Navigant November)	\$174,886.80	\$67,094.23
February 2, 2005 D.I. 7667	12/1/04 – 12/31/04	\$235,503.70	\$10,442.92 (Stroock) \$62,687.97 (Navigant December)	\$188,402.96	\$73,130.89
March 15, 2005 D.I. 8026	1/1/05 – 1/31/05	\$187,168.00	\$4,411.55 (Stroock) \$15,686.00 (Navigant January)	\$149,734.40	\$20,097.55
April 1, 2005 D.I. 8155	2/1/05 – 2/28/05	\$108,180.25	\$8,102.85 (Stroock) \$18,303.37 (Navigant February)	\$86,544.20	\$26,406.22
April 25, 2005 D.I. 8331	3/1/05 – 3/31/05	\$56,941.25	\$287.23 (Stroock) \$6,114.86 (Navigant March)	\$45,553.00	\$6,402.09
June 6, 2005 D.I. 8562	4/1/05 – 4/30/05	\$127,695.00	\$3,531.45 (Stroock) \$20,129.06 (Navigant April)	\$102,156.00	\$23,660.51

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
June 28, 2005 D.I. 8704	5/1/05 – 5/31/05	\$115,453.75	\$858.21 (Stroock)	\$78,855.20	\$858.21
August 3, 2005 D.I. 9135	6/1/05 – 6/30/05	\$114,903.75	\$4,871.74 (Stroock) \$34,075.28 (Navigant)	\$91,923.00	\$38,947.02
September 8, 2005 D.I. 9356	7/1/05 – 7/31/05	\$117,780.75	\$2,088.44 (Stroock) \$2,211.00 (Navigant)	94,224.60	\$4,299.44
October 14, 2005 D.I. 9565	8/1/05 8/31/05	\$106,796.25	\$5,046.99 (Stroock) \$18,550.00 (Navigant)	\$85,437.00	\$23,596.99
November 1, 2005 D.I. 10951	9/1/05 9/31/05	\$67,697.50	\$1,399.68 (Stroock) \$11,197.50 (Navigant)	\$54,158.00	\$12,597.18
November 29, 2005 D.I. 11202	10/1/05 - 10/31/05	\$98,216.75	\$1,611.30 (Stroock) \$11,582.50 (Navigant)	\$78,573.40	\$13,193.80
January 9, 2006 D.I. 11507	11/1/05 11/30/05	\$104,348.00	\$2,847.45 (Stroock) \$71,598.50 (Navigant)	\$83,478.40	\$74,445.95
January 30, 2006 D.I. 11655	12/1/05 – 12/31/05	\$96,855.00	\$1,379.53 (Stroock) \$20,317.49 (Navigant)	\$77,484.00	\$21,697.02
March 1, 2006 D.I. 11921	1/1/06 – 1/31/06	\$73,383.00	\$1,810.85 (Stroock) \$14,124.01 (Navigant)	\$58,706.40	\$15,934.86
March 28, 2006 D.I. 12134	2/1/06 – 2/28/06	\$105,083.75	\$1,434.62 (Stroock) \$25,971.70 (Navigant)	\$84,067.00	\$27,406.32
May 2, 2006 D.I. 12354	3/1/2006 - 3/31/2006	\$145,189.50	\$2,512.81 (Stroock) \$25,838.37 (Navigant)	\$116,151.60	\$28,351.18
May 31, 2006 D.I. 12558	4/1/2006 - 4/30/2006	\$116,817.00	\$2,141.42 (Stroock) \$7,425.00 (Navigant)	\$93,453.60	\$9,566.42
July 6, 2006 D.I. 12748	5/1/2006 – 5/31/2006	\$121,304.50	\$1,838.71 (Stroock) \$17,493.75 (Navigant)	\$97,043.60	\$19,332.46
August 1, 2006 D.I. 12899	6/1/2006 – 6/30/2006	\$94,856.50	\$1,869.66 (Stroock) \$38,548.75 (Navigant)	\$75,885.20	\$40,418.41

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
August 30, 2006 D.I. 13117	7/1/2006 – 7/31/2006	\$97,397.25	\$496.76 (Stroock) \$30,280.00 (Navigant)	\$77,917.80	\$30,776.76
October 2, 2006 D.I. 13336	8/1/2006- 8/31/2006	\$131,856.25	\$98.34 (Stroock) \$98,317.50 (Navigant)	\$105,485.00	\$98,415.84
November 2, 2006 D.I. 13559	9/1/2006 – 9/30/2006	\$150,960.00	\$4,147.01 (Stroock) \$91,179.11 (Navigant)	\$120,768.00	\$95,326.12
November 29, 2006 D.I. 13838	10/1/06 – 10/31/06	\$196,223.50	\$915.14 (Stroock) \$147,374.20 (Navigant)	\$156,978.89	\$148,289.34
January 12, 2007 D.I. 14292	11/1/06 – 11/30/06	\$188,638.00	\$3,370.16 (Stroock) \$133,438.70 (Navigant)	\$150,910.40	\$136,808.86
January 29, 2007 D.I. 14415	12/1/06 – 12/31/06	\$99,832.00	\$5,752.89 (Stroock) \$55,245.22 (Navigant)	\$79,865.60	\$60,998.11
March 8, 2007 D.I. 14810	1/1/2007 – 1/31/2007	\$77,582.00	\$962.06 (Stroock) \$90,474.74 (Navigant)	\$62,065.60	\$91,436.80
April 10, 2007 D.I. 15132	2/1/2007 – 2/28/2007	\$119,140.50	\$3,092.88 (Stroock) \$77,301.25 (Navigant)	\$95,312.40	\$80,394.13
May 1, 2007 D.I. 15457	3/1/2007 – 3/31/2007	\$135,228.00	\$6,635.25 (Stroock) \$104,674.53 (Navigant)	\$108,182.40	\$111,309.78
June 22, 2007 D.I. 16136	4/1/2007 – 4/30/2007	\$177,646.00	\$815.81 (Stroock) \$173,437.45 (Navigant)	\$142,116.80	\$174,253.26
July 17, 2007 D.I. 16309	5/1/2007 – 5/31/2007	\$205,937.25	\$6,405.01 (Stroock) \$162,431.03 (Navigant)	\$164,749.80	\$168,836.04
August 10, 2007 D.I. 16528	6/1/2007 – 6/30.2007	\$225,650.50	\$5,929.97 (Stroock) \$200,294.81 (Navigant)	\$180,520.40	\$206,224.78
September 14, 2007 D.I. 16822	7/1/2007 – 7/31/2007	\$157,268.50	\$4,021.65 (Stroock) \$208,116.54 (Navigant)	\$125,814.80	\$212,138.19
October 1, 2007 D.I. 16959	8/1/2007 – 8/31/2007	\$145,866.50	\$3,354.61 (Stroock) \$210,152.54 (Navigant)	\$116,693.20	\$213,507.15

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
November 19, 2007 D.I. 17394	9/1/2007 – 9/30/2007	\$206,908.50	\$3,056.89 (Stroock)	\$165,526.80	\$3,056.89
December 5, 2007 D.I. 17548	10/1/07 - 10/31/07	\$288,976.50	\$22,324.58 (Stroock) \$325,509.63 (Navigant)	\$231,181.20	\$347,834.21
January 11, 2008 D.I. 17803	11/1/07 – 11/30/07	\$249,372.50	\$32,780.40 (Stroock) \$162,394.93 (Navigant)	\$199,498.00	\$195,175.33
February 1, 2008 D.I. 17957	12/1/07 – 12/31/07	\$116,522.50	\$57,717.92 (Stroock) \$47,444.43 (Navigant)	\$93,218.00	\$105,162.35
March 4, 2008 D.I. 18202	1/1/08 – 1/31/08	\$201,472.50	\$3,282.80 (Stroock) \$86,070.26 (Navigant)	\$161,178.00	\$89,353.06
April 4, 2008 D.I. 18450	2/1/08 – 2/29/08	\$195,491.00	\$5,922.25 (Stroock) \$73,924.16 (Navigant)	\$156,392.80	\$79,846.41
April 29, 2008 D.I. 18639	3/1/08 – 3/31/08	\$275,659.00	\$11,217.17 (Stroock) \$69,201.53 (Navigant)	\$220,527.20	\$80,418.70
June 4, 2008 D.I. 18862	4/1/08 - 4/30/08	\$298,888.00	\$10,143.60 (Stroock) \$38,800.00 (Navigant)	\$239,110.40	\$48,943.60
July 1, 2008 D.I. 19032	5/1/08 - 5/31/08	\$138,683.50	\$3,649.95 (Stroock)	\$110,946.80	\$3,649.95
August 4, 2008 D.I. 19224	6/1/2008 - 6/30/2008	\$213,559.00	\$12,357.78 (Stroock) \$96.84 (Navigant)	\$170,847.20	\$12,454.62
September 10, 2008 D.I. 19516	7/1/2008 - 7/31/2008	\$206,087.50	\$6,717.13 (Stroock) \$259.90 (Navigant)	\$164,870.00	\$6,977.03
September 30, 2008 D.I. 19653	8/1/2008 – 8/31/2008	\$212,928.50	\$2,326.65 (Stroock)	\$170,342.80	\$2,326.65
November 6, 2008 D.I. 19949	9/1/2008 – 9/30/2008	\$226,486.50	\$2,844.77 (Stroock)	\$181,189.20	\$2,844.77
December 2, 2008 D.I. 20174	10/1/08 – 10/31/08	\$270,097.00	\$10,611.52 (Stroock)	\$216,077.60	\$10,611.52

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
December 30, 2008 D.I. 20384 & 20385	11/1/08 – 11/30/08	\$184,642.00	\$5,870.24 (Stroock)	\$147,713.60	\$5,870.24
February 3, 2009 D.I. 20654	12/1/08 – 12/31/08	\$102,648.50	\$4,017.80 (Stroock)	\$82,118.80	\$4,017.80
March 3, 2009 D.I. 20906	1/1/09 – 1/31/09	\$114,525.00	\$2,458.44 (Stroock)	\$91,620.00	\$2,458.44
March 30, 2009 D.I. 21152	2/1/09 – 2/28/09	\$141,569.00	\$1,627.89 (Stroock)	\$113,255.20	\$1,627.89
April 29, 2009 D.I. 21475	3/1/09 – 3/31/09	\$181,006.75	\$3,270.02 (Stroock)	\$144,805.40	\$3,270.02
May 29, 2009 D.I. 21910	4/1/09 – 4/30/09	\$187,588.50	\$1,545.41 (Stroock)	\$150,070.80	\$1,545.41
July 1, 2009 D.I. 22310	5/1/09 – 5/31/09	\$227,989.00	\$9,428.79 (Stroock)	\$182,391.20	\$9,428.79
August 6, 2009 D.I. 22709	6/1/09 – 6/30/09	\$238,611.25	\$5,960.91 (Stroock)	\$190,889.00	\$5,960.91
September 25, 2009 D.I. 23338	7/1/09 – 7/31/09	\$294,766.50	\$17,306.20 (Stroock)	\$235,813.20	\$17,306.20
October 5, 2009 D.I. 23422	8/1/09 – 8/31/09	\$299,544.25	\$7,237.57 (Stroock) \$2,812.50 (Navigant)	\$239,635.40	\$10,050.07
November 13, 2009 D.I. 23759	9/1/09 – 9/30/09	\$349,937.50	\$20,164.05 (Stroock)	\$279,950.00	\$20,164.05
December 1, 2009 D.I. 23897	10/1/09 – 10/31/09	\$281,050.75	\$12,457.25 (Stroock)	\$224,840.60	\$12,457.25
December 30, 2009 D.I. 24087	11/1/09 – 11/30/09	\$219,347.00	\$10,084.80 (Stroock)	\$175,477.60	\$10,084.80
January 29, 2010 D.I. 24211	12/1/09 – 12/31/09	\$117,137.00	\$3,532.36 (Stroock)	\$93,709.60	\$3,532.36

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
March 1, 2010 D.I. 24376	1/1/2010 – 1/31/2010	\$193,442.75	\$3,163.37 (Stroock)	\$154,754.20	\$3,163.37
March 30, 2010 D.I. 24537	2/1/2010 – 2/28/2010	\$56,435.50	\$1,668.29 (Stroock)	\$45,148.40	\$1,668.29
April 28, 2010 D.I. 24687	3/1/2010 – 3/31/2010	\$42,209.00	\$636.63 (Stroock)	\$33,767.20	\$636.63
May 28, 2010 D.I. 24859	4/1/2010 – 4/30/2010	\$44,465.00	\$265.51 (Stroock)	\$35,572.00	\$265.51
June 28, 2010 D.I. 24993	5/1/2010 – 5/31/2010	\$36,946.50	\$770.90 (Stroock)	\$29,557.20	\$770.90
July 28, 2010 D.I. 25130	6/1/2010 – 6/30/2010	\$52,374.50	\$93.68 (Stroock)	\$41,899.60	\$93.68
August 30, 2010 D.I. 25286	7/1/2010 – 7/31/2010	\$20,240.00	\$141.30 (Stroock)	\$16,192.00	\$141.30
September 28, 2010 D.I. 25488	8/1/2010 – 8/31/2010	\$23,595.50	\$157.91 (Stroock)	\$18,876.40	\$157.91
October 28, 2010 D.I. 25660	9/1/2010 – 9/30/2010	\$25,244.50	\$328.75 (Stroock)	\$20,195.60	\$328.75
November 29, 2010 D.I. 25812	10/1/2010 – 10/31/10	\$17,677.50	\$90.00 (Stroock)	\$14,142.00	\$90.00
December 28, 2010 D.I. 25963	11/1/2010 – 11/30/2010	\$45,417.00	\$307.06 (Stroock)	\$36,333.60	\$307.06
January 28, 2011 D.I. 26140	12/1/2011 – 12/31/2011	\$78,046.75	\$2,238.40 (Stroock)	\$62,437.40	\$2,238.40
February 28, 2011 D.I. 26435	1/1/2011 – 1/31/2011	\$37,267.00	\$193.84 (Stroock)	\$29,813.60	\$193.84
March 28, 2011 D.I. 26651	2/1/2011 – 2/28/2011	\$145,264.75	\$3,264.42 (Stroock)	\$116,211.80	\$3,264.42

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
April 28, 2011 D.I. 26834	3/1/2011 – 3/31/2011	\$95,649.00	\$1,447.38 (Stroock)	\$76,519.20	\$1,447.38
May 31, 2011 D.I. 27012	4/1/2011 – 4/30/2011	\$137,671.50	\$1,005.62 (Stroock)	\$110,137.20	\$1,005.62
June 28, 2011 D.I. 27166	5/1/2011 – 5/31/2011	\$67,451.50	\$1,350.50 (Stroock)	\$53,961.20	\$1,350.50
July 28, 2011 D.I. 27326	6/1/2011 – 6/30/2011	\$183,497.75	\$1,903.63 (Stroock)	\$146,798.20	\$1,903.63
August 30, 2011 D.I. 27526	7/1/2011 – 7/31/2011	\$63,076.00	\$1,373.39 (Stroock)	\$50,460.80	\$1,373.39
September 28, 2011 D.I. 27675	8/1/2011 – 8/31/2011	\$56,731.00	\$1,133.86 (Stroock)	\$45,384.80	\$1,133.86
October 28, 2011 D.I. 27847	9/1/2011 – 9/30/2011	\$68,727.00	\$1,025.63 (Stroock)	\$54,981.60	\$1,025.63
December 1, 2011 D.I. 28060	10/1/2011 – 10/31/2011	\$55,335.00	\$348.59 (Stroock)	\$44,268.00	\$348.59
December 28, 2011 D.I. 28281	11/1/2011 – 11/30/2011	\$29,136.00	\$416.68 (Stroock)	\$23,308.80	\$416.68
February 3, 2012 D.I. 28463	12/1/2011 – 12/31/2011	\$8,012.50	\$52.22 (Stroock)	\$6,410.00	\$52.22
February 28, 2012 D.I. 28595	1/1/2012 – 1/31/2012	\$31,694.50	\$379.41 (Stroock)	\$25,355.60	\$379.41
March 28, 2012 D.I. 28732	2/1/2012 – 2/29/2012	\$62,628.00	\$220.71 (Stroock)	\$50,102.40	\$220.71
April 30, 2012 D.I. 28848	3/1/2012 – 3/31/2012	\$27,172.50	\$140.02 (Stroock)	\$21,738.00	\$140.02
May 30, 2012 D.I. 28991	4/1/2012 – 4/30/2012	\$24,898.50	\$75.21 (Stroock)	\$19,918.80	\$75.21

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
July 2, 2012 D.I. 29165	5/1/2012 – 5/31/2012	\$42,647.00	\$1,118.18 (Stroock)	\$34,117.60	\$1,118.18
July 30, 2012 D.I. 29369	6/1/2012 – 6/30/2012	\$38,931.50	\$70.86 (Stroock)	\$31,145.20	\$70.86
August 28, 2012 D.I. 29520	7/1/2012 – 7/31/12	\$38,387.50	\$330.64 (Stroock)	\$30,710.00	\$330.64
September 28, 2012 D.I. 29705	8/1/2012 – 8/31/2012	\$12,847.00	\$53.09 (Stroock)	\$10,277.60	\$53.09
November 14, 2012 D.I. 29896	9/1/2012 – 9/30/2012	\$11,631.00	\$102.99 (Stroock)	\$9,304.80	\$102.99
December 5, 2012 D.I. 29997	10/1/2012 – 10/31/2012	\$21,007.00	\$75.77 (Stroock)	\$16,805.60	\$75.77
January 2, 2013 D.I. 30111	11/1/2012 – 11/30/2012	\$50,897.50	\$120.11 (Stroock)	\$40,718.00	\$120.11

WR GRACE & CO
ATTACHMENT B
DECEMBER 1, 2012 - DECEMBER 31, 2012

	Hours	Rate	Amount	No. of Years in Position
Partners				
Kruger, Lewis	1.9	\$1,025	\$ 1,947.50	42
Pasquale, Kenneth	4.9	920	4,508.00	21
Associates				
Krieger, Arlene G.	18.2	725	13,195.00	28
Paraprofessionals				
Magzamen, Michael	0.5	335	167.50	9
Mohamed, David	12.9	210	2,709.00	22
Total	38.4		\$ 22,527.00	

EXHIBIT A

WR GRACE & CO
COMPENSATION BY PROJECT CATEGORY
DECEMBER 1, 2012 - DECEMBER 31, 2012

Matter Code	Project Category	Hours	Amount
0013	Business Operations	0.3	\$ 217.50
0014	Case Administration	7.5	1,781.00
0015	Claims Analysis/Objections/Administration (Non-Asbestos)	2.6	1,963.00
0017	Committee, Creditors', Noteholders', or Equity Holders'	0.8	580.00
0018	Fee Application, Applicant	5.5	1,784.00
0020	Fee Application, Others	2.0	471.50
0036	Plan and Disclosure Statement	19.6	15,657.50
0037	Hearings	0.1	72.50
	Total	38.4	\$ 22,527.00

STROOCK

INVOICE

DATE	January 7, 2013
INVOICE NO.	582256
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through December 31, 2012, including:

RE	Business Operations 699843 0013
----	------------------------------------

DATE	DESCRIPTION	NAME	HOURS
12/27/2012	Attend to Debtors' motion re: 3rd amendment to post-petition letter of credit facility and underlying documentation (.2); memorandum to Capstone re: LOC amendment motion and preparation of a memorandum for the Committee regarding the same (.1).	Krieger, A.	0.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.3	\$ 725	\$ 217.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 217.50	
TOTAL FOR THIS MATTER		\$ 217.50	

STROOCK

RE	Case Administration 699843 0014
----	------------------------------------

DATE	DESCRIPTION	NAME	HOURS
12/03/2012	Review appeals case docket nos. 11-199 and 12-1402.	Mohamed, D.	0.2
12/04/2012	Attend to Fee Auditor's report re: 45th quarterly.	Krieger, A.	0.1
12/04/2012	Obtain and circulate recently docketed pleading in main case (.2); review appeals case docket no. 11-199 (.1).	Mohamed, D.	0.3
12/05/2012	Obtain and circulate recently docketed pleadings in main case (.4); review appeals case docket nos. 11-199 and 12-1402 (.2).	Mohamed, D.	0.6
12/06/2012	Obtain and circulate recently docketed pleadings in main case (.6); review appeals case docket no. 11-199 (.1).	Mohamed, D.	0.7
12/07/2012	Obtain and circulate recently docketed pleading in main case (.2); obtain recent pleading re: appeals case no. 12-1402 for attorney review (.2); review appeals case docket no. 11-199 (.1).	Mohamed, D.	0.5
12/10/2012	Memoranda with David Mohamed re: Debtors' counsel's proposed 45th quarterly fee and expense chart.	Krieger, A.	0.1
12/10/2012	Obtain and circulate recently docketed pleadings in main case (.4); review appeals case docket nos. 11-199 and 12-1402 (.2).	Mohamed, D.	0.6
12/11/2012	Obtain and circulate recently docketed pleadings in main case (.7); review appeals case docket no. 11-199 (.1); obtain documents for attorney review (.3); update internal case docket (.1); obtain recent pleading re: appeals case no. 12-3143 for attorney review (.2).	Mohamed, D.	1.4
12/12/2012	Memorandum to R. Higgins re: improper docket entry (.1); attend to Order cancelling 12/17/12 hearing and Modified Order re: cash settled Collar Agreement (.1).	Krieger, A.	0.2

STROOCK

DATE	DESCRIPTION	NAME	HOURS
12/12/2012	Obtain and circulate recently docketed pleading in main case (.2); review appeals case docket nos. 11-199 and 12-1402 (.2).	Mohamed, D.	0.4
12/13/2012	Review appeals case docket no. 11-199.	Mohamed, D.	0.1
12/14/2012	Review appeals case docket nos. 11-199 and 12-1402.	Mohamed, D.	0.2
12/17/2012	Review appeals case docket nos. 11-199 and 12-1402 (.2); update internal case docket (.1).	Mohamed, D.	0.3
12/18/2012	Review appeals case docket no. 11-199 (.1); obtain documents for attorney review (.2).	Mohamed, D.	0.3
12/19/2012	Review appeals case docket nos. 11-199 and 12-1402.	Mohamed, D.	0.2
12/20/2012	Obtain and circulate recently docketed pleading in main case (.2); review appeals case docket no. 11-199 (.1).	Mohamed, D.	0.3
12/21/2012	Review appeals case docket nos. 11-199 and 12-1402.	Mohamed, D.	0.2
12/26/2012	Monitor appeals case docket nos. 11-199 and 12-1402.	Mohamed, D.	0.2
12/27/2012	Obtain and circulate recently docketed pleading in main case (.2); review appeals case docket no. 11-199 (.1).	Mohamed, D.	0.3
12/28/2012	Review appeals case docket no. 11-199 and 12-1402 (.2); update internal case docket (.1).	Mohamed, D.	0.3

STROOCK

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.4	\$ 725	\$ 290.00
Mohamed, David	7.1	210	1,491.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 1,781.00	
TOTAL FOR THIS MATTER		\$ 1,781.00	

STROOCK

RE	Claims Analysis/Objections/Administration (Non-Asbestos) 699843 0015
----	---

DATE	DESCRIPTION	NAME	HOURS
12/03/2012	T/c Debtors' counsel re: treatment of creditor's claim.	Krieger, A.	0.2
12/04/2012	Attend to claimant's proof of claim and additional materials.	Krieger, A.	1.3
12/05/2012	O/c KP re: claim discussion with Debtors' counsel.	Krieger, A.	0.5
12/05/2012	Confer AK re: claimant issue.	Pasquale, K.	0.4
12/14/2012	T/c Debtor's counsel re: potential treatment of claim.	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	2.2	\$ 725	\$ 1,595.00
Pasquale, Kenneth	0.4	920	368.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 1,963.00
--	-------------

TOTAL FOR THIS MATTER	\$ 1,963.00
-----------------------	-------------

STROOCK

RE	Committee, Creditors', Noteholders', or Equity Holders'
	699843 0017

DATE	DESCRIPTION	NAME	HOURS
12/17/2012	Attend to Committee memorandum re: update on Third Circuit appeal.	Krieger, A.	0.6
12/19/2012	Memoranda with DM and then with Committee member re: appellate briefs.	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.8	\$ 725	\$ 580.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 580.00
--	-----------

TOTAL FOR THIS MATTER	\$ 580.00
-----------------------	-----------

STROOCK

RE	Fee Application, Applicant 699843 0018
----	---

DATE	DESCRIPTION	NAME	HOURS
12/03/2012	Attend to October 2012 fee statement.	Krieger, A.	0.3
12/04/2012	Review and revise SSL's 139th monthly fee application for attorney review.	Mohamed, D.	0.5
12/05/2012	Attend to October 2012 fee statement.	Krieger, A.	0.2
12/05/2012	Review/revise November fee detail	Magzamen, M.	0.5
12/05/2012	Finalize SSL's 139th monthly fee application for filing (.5); prepare notice and CoS re same and forward to local counsel for filing (.5); prepare and effectuate service re fee application (.6).	Mohamed, D.	1.6
12/11/2012	Review revised fee detail and Prepare draft of SSL's 140th monthly fee application for attorney review.	Mohamed, D.	1.2
12/12/2012	Attend to November 2012 Fee Statement.	Krieger, A.	0.6
12/13/2012	Revise draft of SSL's 140th monthly fee application for attorney review.	Mohamed, D.	0.6

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	1.1	\$ 725	\$ 797.50
Magzamen, Michael	0.5	335	167.50
Mohamed, David	3.9	210	819.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 1,784.00	
TOTAL FOR THIS MATTER		\$ 1,784.00	

STROOCK

RE	Fee Application, Others 699843 0020
----	--

DATE	DESCRIPTION	NAME	HOURS
12/06/2012	Review and finalize Capstone's 105th monthly fee application for filing (.8); prepare notice and CoS re same and forward to local counsel for filing (.5); prepare and effectuate service re fee application (.6).	Mohamed, D.	1.9
12/10/2012	Attend to other professionals' fee applications.	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.1	\$ 725	\$ 72.50
Mohamed, David	1.9	210	399.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 471.50
--	-----------

TOTAL FOR THIS MATTER	\$ 471.50
-----------------------	-----------

STROOCK

RE	Expenses 699843 0024	
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 0.00
MATTER DISBURSEMENT SUMMARY		
Outside Messenger Service		\$ 39.28
O/S Information Services		312.60
TOTAL DISBURSEMENTS/CHARGES		\$ 351.88
TOTAL FOR THIS MATTER		\$ 351.88

STROOCK

RE	Plan and Disclosure Statement 699843 0036
----	--

DATE	DESCRIPTION	NAME	HOURS
12/07/2012	Attend to appellants' briefs.	Krieger, A.	0.4
12/07/2012	Review "key" portions of appellants' briefs to Third Circuit.	Pasquale, K.	2.7
12/09/2012	Attend to appellants' brief re: confirmation objections.	Krieger, A.	1.4
12/10/2012	Attend to appellants' briefs re: objections to confirmation.	Krieger, A.	6.5
12/10/2012	Review appellate bank lender brief in opposing confirmation.	Kruger, L.	0.8
12/10/2012	Continued review of appellate briefs, including bank lenders' brief to third circuit.	Pasquale, K.	1.8
12/11/2012	Memoranda with D. Mohamed re: Anderson Memorial's appellate brief and L. Kruger, K. Pasquale re: same (.4); attend to appellate briefs (1.3).	Krieger, A.	1.7
12/11/2012	Review A. Krieger memo re: Anderson appellate brief (.2); review appellate briefs (.3).	Kruger, L.	0.5
12/12/2012	Attend to appellate briefs.	Krieger, A.	2.6
12/12/2012	Review appellate briefs.	Kruger, L.	0.4
12/13/2012	Attend to appellate briefs.	Krieger, A.	0.6
12/17/2012	Review memo to Committee re: appeal.	Kruger, L.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	13.2	\$ 725	\$ 9,570.00
Kruger, Lewis	1.9	1,025	1,947.50
Pasquale, Kenneth	4.5	920	4,140.00

STROOCK

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 15,657.50
--	--------------

TOTAL FOR THIS MATTER	\$ 15,657.50
-----------------------	--------------

STROOCK

RE	Hearings 699843 0037
----	-------------------------

DATE	DESCRIPTION	NAME	HOURS
12/10/2012	Attend to 12/17/12 hearing notice.	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.1	\$ 725	\$ 72.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 72.50
--	----------

TOTAL FOR THIS MATTER	\$ 72.50
-----------------------	----------

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 22,527.00
TOTAL DISBURSEMENTS/CHARGES	\$ 351.88
TOTAL BILL	\$ 22,878.88

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

EXHIBIT B

WR GRACE & CO
SUMMARY OF FEES
DECEMBER 1, 2012 - DECEMBER 31, 2012

	Hours	Rate	Amount
Partners			
Kruger, Lewis	1.9	\$1,025	\$ 1,947.50
Pasquale, Kenneth	4.9	920	4,508.00
Associates			
Krieger, Arlene G.	18.2	725	13,195.00
Paraprofessionals			
Magzamen, Michael	0.5	335	167.50
Mohamed, David	12.9	210	2,709.00
Total	38.4		\$ 22,527.00

EXHIBIT C

WR GRACE & CO
DISBURSEMENT SUMMARY
DECEMBER 1, 2012 – DECEMBER 31, 2012

Outside Messenger Service	\$ 39.28
O/S Information Services	312.60
TOTAL	\$ 351.88

STROOCK

DISBURSEMENT REGISTER

DATE	January 7, 2013
INVOICE NO.	582256
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR EXPENSES INCURRED in the captioned matter for the period through December 31, 2012, including:

DATE	DESCRIPTION	AMOUNT
Outside Messenger Service		
12/05/2012	Vendor: United Parcel Service Invoice #: 00000010X827492 12.08.12 Tracking #: 1Z10X8270191585058 Shipment Date: 12/05/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: David B. Siegal, W.R. Grace & Co., 7500 Grace Dr, Columbia, MD 21044	7.98
12/05/2012	Vendor: United Parcel Service Invoice #: 00000010X827492 12.08.12 Tracking #: 1Z10X8270195365672 Shipment Date: 12/05/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: Dave Klauder, Office of the United States Trustee, 844 N King St, Wilmington, DE 19801	7.98
12/05/2012	Vendor: United Parcel Service Invoice #: 00000010X827492 12.08.12 Tracking #: 1Z10X8270797306882 Shipment Date: 12/05/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: Bobbi Ruhlander, Warren H. Smith and Associates, P.C, 2235 Ridge Rd, Rockwall, TX 75087	7.36
12/06/2012	Vendor: United Parcel Service Invoice #: 00000010X827492 12.08.12 Tracking #: 1Z10X8270196750119 Shipment Date: 12/06/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038 Ship to: Dave Klauder, Office of the United States Trustee, 844 N King St, Wilmington, DE 19801	7.98
12/06/2012	Vendor: United Parcel Service Invoice #: 00000010X827492 12.08.12 Tracking #: 1Z10X8270195720699 Shipment Date: 12/06/2012 Sender: David Mohamed Stroock & Stroock & Lavan LLP, 180	7.98

STROOCK & STROOCK & LAVAN LLP • NEW YORK • LOS ANGELES • MIAMI

180 MAIDEN LANE, NEW YORK, NY 10038-4982 TEL 212.806.5400 FAX 212.806.6006 WWW.STROOCK.COM

STROOCK

PAGE: 2

DATE	DESCRIPTION	AMOUNT
	Maiden Lane, New York, NY 10038 Ship to: David B. Siegal, W.R. Grace & Co., 7500 Grace Dr, Columbia, MD 21044	
	Outside Messenger Service Total	39.28
	O/S Information Services	
12/05/2012	Pacer Search Service on 7/2/2012	312.60
	O/S Information Services Total	312.60

BILL DISBURSEMENT SUMMARY

Outside Messenger Service	\$ 39.28
O/S Information Services	312.60

TOTAL DISBURSEMENTS/CHARGES	\$ 351.88
------------------------------------	------------------

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.